

# A Infrastructure Limited

**40<sup>th</sup>** Annual Report  
2019-20



- ❖ Durable
- ❖ Reliable
- ❖ Eco-Friendly

**T** **EAM WORKING**  
**RUST OTHERS**  
**OGETHER WIN**

## CORPORATE INFORMATION

### **BOARD OF DIRECTORS**

|                               |  |
|-------------------------------|--|
| 1. Shri Sanjay Kumar Kanoria  | Managing Director (Resigned w.e.f. 14.11.2019) |
| 2. Smt. Priyadarshini Kanoria | Whole-Time Director                            |
| 3. Shri Kuldeep Kaw           | Whole-Time Director                            |
| 4. Shri Munna Lal Goyal       | Director                                       |
| 5. Shri Ram Krishna           | Director                                       |
| 6. Shri Natu Lal Sharma       | Director                                       |
| 7. Shri Pradeep Sahani        | Director                                       |

### **PRESIDENT**

Shri Rajiv Lal Adya

### **SR. VICE PRESIDENT (FINANCE) & CFO**

Shri Shyam Behari Vijay

### **COMPANY SECRETARY**

Shri Lokesh Mundra

### **STATUTORY AUDITORS**

M/s K. N. Gutgutia & Co.  
Chartered Accountants  
Kolkata

### **COST AUDITORS**

M/s. Vivek Laddha & Associates  
Cost Accountants  
Bhilwara

### **SECRETARIAL AUDITORS**

M/s Anil Somani & Associates  
Company Secretaries  
Bhilwara

### **BANKERS**

State Bank of India  
Bank of Baroda

### **REGISTERED OFFICE & WORKS**

P. O. Hamirgarh- 311025  
District- Bhilwara (Rajasthan)

### **REGISTRAR & TRANSFER AGENT**

BEETAL Financial & Computer Services Pvt Ltd.  
BEETAL HOUSE, 3<sup>rd</sup> Floor, 99, Madangir,  
Behind LSC, New Delhi - 110062

### **CORPORATE OFFICE**

A-9-A, Green Park  
New Delhi- 110016

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**NOTICE TO THE SHAREHOLDERS**

**Notice** is hereby given that the 40<sup>th</sup> Annual General Meeting of the Shareholders of **M/s A INFRASTRUCTURE LIMITED (Formerly known as “Shree Pipes Limited”)** will be held on Tuesday, 29<sup>th</sup> September, 2020 at 10.30 a.m. IST through Video Conference (VC)/Other Audio Visual Means (“OAVM”), to transact following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2020, together with the Reports of the Board Directors and the Auditors thereon.
2. To declare Final Dividend on equity shares for the Financial Year ended 31<sup>st</sup> March, 2020.
3. To appoint a Director in place of Smt Priyadarshini Kanoria (DIN: 00114513) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:****4. Ratification of Remuneration of Cost Auditors for the Financial Year 2020-21**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Vivek Laddha & Associates, Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2020-21 at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) excluding goods and service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

By order of the Board

Place : New Delhi  
Date : 21<sup>st</sup> August, 2020

**Sd/-**  
**Kuldeep Kaw**  
Director  
DIN: 07882201

**NOTES:**

1. In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19” and General Circular No. 20/ 2020 dated 5th May 2020, in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Covid-19 pandemic” (“SEBI Circular”) have permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue
2. As per the provisions of Clause 3. A.II. of the General Circular No. 20/ 2020 dated 5th May, 2020, the matter of Special Business as appearing at Item Nos. 4 of the accompanying Notice, is considered to be unavoidable by the Board and hence, form part of this Notice
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM/Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE

4. In terms of aforesaid “MCA Circulars” and “SEBI Circular”, the Company is sending this AGM Notice along with the Annual Report-2019-20 in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. The Notice convening the AGM and the Annual Report-2019-20 has been uploaded on the website of the Company at [www.ainfrastructure.com](http://www.ainfrastructure.com) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting and relevant details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the person seeking re-appointment as Director under item no. 3 of the notice are annexed. Pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the additional information of Smt. Priyadarshini Kanoria, Director liable to retire by rotation and seeking re-appointment has been incorporated in the Corporate Governance Report forming part of Annual Report 2019-20.
6. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote there at through remote e-Voting/e-Voting are requested to send a certified copy of the Board Resolution/Power of Attorney to the Scrutinizer by e-mail at [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com) with a copy marked to [cs@kanoria.org](mailto:cs@kanoria.org).
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, the 23rd September, 2020 to 29th September, 2020 (both days inclusive) for the purpose of 40th AGM and determining the entitlement of Dividend, if declared at the AGM
10. The Dividend as recommended by the Board, if declared at the Meeting, will be made payable, after deduction of applicable tax (TDS, within 30 days of the date of declaration i.e. 29th September, 2020 to those Members: -
  - A. who hold shares in dematerialisation form and whose names appear as Beneficial Owners in the list of Beneficial Owners on 22nd September, 2020 to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose and
  - B. who hold shares in physical form and whose names appear as Members in the Register of Members of the Company after giving effect to valid Share Transfers in physical form lodged with the Company/ Registrar and Transfer Agent on or before 22<sup>nd</sup> September, 2020, however transfer of shares in physical form are not allowed from 01.04.2019.
11. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2020-21 does not exceed ₹ 5000/-. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
12. a) Members holding the shares in electronic mode may please note that their dividend would be paid through Electronic Clearing Services (ECS) or any other electronic mode. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.  
b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the IFSC Code) to their Depository Participants and also inform any change in bank particulars and address to their Depository Participants in case the shares are held in electronic mode or to the Registrar and Share



Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.

13. In case the Company is unable to pay dividend to any Member directly in their Bank account through Electronic Clearing Services or any other means due to non registration of Electronic Bank Mandate, the Company shall dispatch the dividend warrants to such member at the earliest once the normalcy is restored
14. The details of unclaimed Dividend for the year 2014-15 to 2018-19 are available at the website of the Company i.e. [www.ainfrastructure.com](http://www.ainfrastructure.com). The shareholders are requested to write to the Company/RTA for claiming such dividend. No unclaimed Dividend is due for transfer to Investor Education and Protection Fund (IEPF). The details of unclaimed dividend are updated regularly
15. Members desiring inspection of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 during AGM may send their request in writing to the Company at [cs@kanoria.org](mailto:cs@kanoria.org).
16. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to [cs@kanoria.org](mailto:cs@kanoria.org) up to the date of the AGM.
17. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can be transferred only in dematerialised form with effect from 01.04.2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares that are held by them in physical form.
18. The Securities and Exchange Board of India (SEBI) vide its circular dated 20<sup>th</sup> April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to company or its RTA by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in Demat form are requested to submit the aforesaid information to their respective Depository Participant. The shareholders holding shares in physical form can register their nomination by sending request to the RTA of the Company
19. Queries, if any, on accounts and operations may please be sent to the Company 7 days in advance of the meeting from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, so as to reach the Company's e-mail address at [cs@kanoria.org](mailto:cs@kanoria.org) before 3.00 P.M. on or before 22<sup>nd</sup> September, 2020. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
20. Members are requested to:
  - (a) Notify the change in address, if any, with PIN code numbers immediately to the Company (in case Shares held in physical mode)
  - (b) Quote their regd. Folio Number/DP and client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
21. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. To support the 'Green Initiative' Members holding shares in physical mode are requested to register their email ID's with the BEETAL Financial & Computer Services Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered or members may also register their email id by sending an e-mail on [lokesh.m@kanoria.org](mailto:lokesh.m@kanoria.org).

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
22. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the copy of the Annual Report including financial statements, Auditor's Report, Board's Report etc. and this notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository

participants or with the share transfer agent of the Company or with the company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to **cs@kanoria.org** mentioning your Folio/DP ID & Client ID.

23. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
24. Members are requested to send all communications relating to shares, unclaimed dividends and change of address etc. to the Registrar and Share Transfer Agents at the following address:

**BEETAL Financial & Computer Services Private Limited**  
**BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062**  
**Ph. 011-29961281-283 Fax 011-29961284**

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

25. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
26. Mr. Anil Kumar Somani of M/s. Anil Somani & Associates, Practicing Company Secretaries (Membership No. 36055), has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting process to be carried at the AGM in a fair and transparent manner.
27. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
28. The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company as on the close of business hours on 28<sup>th</sup> August, 2020 ("Record Date").

#### **Instructions for Voting through electronic means**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has

entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.ainfrastructure.com](http://www.ainfrastructure.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on Saturday, 26<sup>th</sup> September, 2020 at 09:00 A.M. and ends Monday, 28<sup>th</sup> September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.            | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                       | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |



5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@kanoria.org](mailto:cs@kanoria.org)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@kanoria.org](mailto:cs@kanoria.org)

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id).

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By order of the Board

Place : New Delhi  
Date : 21<sup>st</sup> August, 2020

**Sd/-**  
**Kuldeep Kaw**  
Director  
DIN: 07882201

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No 4 of the accompanying Notice dated 21<sup>st</sup> August, 2020.

##### **Item No. 4**

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company. On the recommendation of the Audit Committee at its meeting held on 07<sup>th</sup> July, 2020, the Board has approved the appointment of M/s. Vivek Laddha & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2020-21 at a remuneration of Rs. 50,000 (Rs. Fifty Thousand Only), exclusive of reimbursement of GST and all out of pocket expenses incurred, if any, in connection with the cost audit. The appointment and the remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules. Accordingly, the Directors recommend the Ordinary Resolution to the Members for their acceptance.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 4 of the Notice.

By order of the Board

Place : New Delhi  
Date : 21<sup>st</sup> August, 2020

**Sd/-**  
**Kuldeep Kaw**  
Director  
DIN: 07882201

**DIRECTORS' REPORT**

To  
The Members  
Your Directors have pleasure to present the 40<sup>th</sup> Annual Report on the business and operations of your Company along with the Financial Statements for the year ended 31<sup>st</sup> March, 2020.

**FINANCIAL RESULTS AND STATE OF AFFAIRS:****(₹ in Lakhs)**

| <b>PARTICULARS</b>                                       | <b>31.3.2020</b> | <b>31.3.2019</b> |
|--|------------------|------------------|
| Revenue From Operations                                  | 24858.20         | 25525.96         |
| Other Income   | 20.73            | 509.39           |
| Total Income   | 24878.93         | 26035.35         |
| Profit before Depreciation, Interest & Exceptional Items | 1584.39          | 2092.15          |
| Less: Finance cost                                       | 863.68           | 852.93           |
| Profit before Depreciation & Exceptional Items           | 720.71           | 1239.21          |
| Less: Depreciation                                       | 305.45           | 274.65           |
| <b>Profit before Exceptional Items</b>                   | <b>415.26</b>    | <b>964.57</b>    |
| <b>Exceptional Items</b>                                 | -                | -                |
| Profit before tax  | <b>415.26</b>    | <b>964.57</b>    |
| Less: Tax Expenses                                       | 47.78            | 121.59           |
| <b>Profit after tax for the year</b>                     | <b>367.48</b>    | <b>842.98</b>    |

**TRANSFER TO GENERAL RESERVES**

A sum of ₹ NIL has been appropriated to General Reserves out of total comprehensive income of ₹ 369.50 Lakhs for the year under review.

**COVID-19 IMPACT**

In March 2020, the WHO declared the COVID-19 outbreak as a pandemic which continues to spread across the country and the globe. On 25th March 2020, the Government of India has declared this pandemic a health emergency and ordered the lockdown throughout the country. During the period of lockdown, operations of the Company has been substantially reduced. The Company after relaxation of the lockdown as per the guidelines issued by the Government commenced its operations. Management believes that it has taken into account all the possible impacts of known events arising from COVID-19 pandemic and the resultant lockdowns in the preparation of the financial results including but not limited to its assessment of Company's liquidity and going concern, recoverable values of its property, plant and equipment, intangible assets, intangible assets under development, trade receivables, inventory and other assets. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial results. Considering the continuing uncertainties the Company will continue to closely monitor any material changes to future economic conditions and consequential impact on its financial results.

**DIVIDEND**

Your Directors are pleased to recommend payment of a final Dividend of 2% i. e. ₹ 0.10 per equity share on the fully paid-up Equity Shares of ₹ 5/- each for the financial year 2019-20 subject to approval of shareholders at the ensuing Annual General Meeting.

The dividend if approved and declared in the forthcoming Annual General meeting would result a Dividend outflow of ₹ 42.65 Lacs and dividend Distribution Tax of ₹ 8.68 Lacs aggregating a total outflow of ₹ 51.33 Lacs.

**RAISING OF FUNDS THROUGH PREFERENTIAL ISSUE**

During the year under consideration the Company has not raised funds through preferential issue.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 does not apply as there was no unpaid dividend which was required to be transferred to Investor Education and Protection Fund.

**OPERATIONAL HIGHLIGHTS**

During the year under review production of AC Pipes and AC Sheets was 41637 Metric Tons and 159718 Metric Tons respectively.

**SHARES CAPITAL**

- a. The Company has not bought back any of its securities during the year under review.
- b. The Company has not issued any Sweat Equity Shares during the year under review.
- c. The Company has not issued Bonus Shares during the year under review.

**EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

**THE BOARD OF DIRECTORS**

Smt. Priyadarshini Kanoria (DIN: 00114513), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment. Details of the Director seeking re-appointment are provided in the Corporate Governance Report forming part of this report. The Board recommends her re-appointment for consideration of members of the Company at the ensuing Annual General Meeting.

During the year Shri Pradeep Sahani and Shri Arun Kumar Shishoo have been appointed as directors on 07.08.2019. Shri Arun Kumar Shishoo has resigned from directorship on 30.09.2019.

Shri Sanjay Kumar Kanoria (DIN 00067203), Managing Director of the Company has resigned from directorship w.e.f. 14<sup>th</sup> November, 2019.

No other changes have been taken place in composition of Board of Directors and Key Managerial Personnel of the Company during the year under review.

All Independent Directors of the Company have confirmed that they are complying with the requirement of Section 149(6) of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

The Company had Six (6) Board meetings and One (1) meeting of Independent Directors during the financial year under review. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report. The maximum time interval between two Board meetings did not exceed 120 days as prescribed under Companies Act, 2013.

**COMMITTEES OF THE BOARD**

As on 31<sup>st</sup> March, 2020 the Board have four committees: the audit committee, the nomination and remuneration committee, the corporate social responsibility committee and the stakeholder's relationship committee. A detailed note on the composition of the Board and its committees is provided in the corporate governance report.

**BOARD EVALUATION**

Pursuant to the provisions of companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder's Relationship committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

**NOMINATION, REMUNERATION & EVALUATION POLICY**

In pursuant to provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors have approved Nomination, Remuneration & Evaluation Policy for appointment, remuneration & evaluation of the Directors, Key Management Personnel & Senior Management Personnel. The details of the Nomination and Remuneration committee, Nomination, Remuneration & Evaluation Policy and Annual Evaluation carried out by the Directors are given in the Corporate Governance Report.



**AUDITORS****STATUTORY AUDITOR**

M/s K. N. Gutgutia & Co. Chartered Accountants, (Firm Registration Number 304153E), Kolkata were appointed Statutory Auditors for five years at the 37<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017. Accordingly, they shall continue to be Statutory Auditors for the year 2020-21.

The audit report on the financial statements for the financial year ended on 31<sup>st</sup> March, 2020, issued by M/s K. N. Gutgutia & Co., Chartered Accountants, do not contain any qualifications, reservations or adverse remarks. The Audit report is enclosed with the financial statements in this annual report and hence do not require any further clarification.

**SECRETARIAL AUDITOR**

The Board of Directors has re-appointed M/s Anil Somani & Associates, Company Secretaries (M. No. 36055), being eligible, to conduct Secretarial Audit for the Financial Year 2020-21 under the provisions of Section 204 of the Companies Act, 2013.

The Board of Directors has appointed M/s Anil Somani & Associates, Company Secretaries (M. No. 36055), to conduct Secretarial Audit for the 2019-20 under the provisions of Section 204 of the Companies Act, 2013. The Report of Secretarial Auditors is enclosed herewith as '**Annexure I**'. The report does not contain any qualification, reservation or adverse remark.

**INTERNAL AUDITOR**

Pursuant to Section 138 of the Companies Act, 2013, your Directors have appointed Mr. Brijendra Kumar Somani as an internal auditor of the company for the Financial Year 2020-21 and their report is reviewed by the audit committee from time to time.

**COST AUDITOR**

Pursuant to Section 148 of the Companies Act, 2013, your Directors have appointed M/s Vivek Laddha & Associates, Cost Accountants being eligible, to conduct Cost Audit of the Company for the Financial Year 2020-21.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, annexed to this Directors' Report, provides a more detailed review of the operating performance.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act 2013, your Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed with no material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the same period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the Company that are adequate and are operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that these are adequate and are operating effectively;

**CORPORATE GOVERNANCE**

The Company is committed to maintain the high standards of Corporate Governance. Your Directors adhere to the requirements set out in Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and have implemented all the prescribed requirements. In pursuant to regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Reports on Corporate Governance and Management Discussions

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& Analysis have been incorporated in the Annual Report and forms an integral part of the Board Report. A Certificate from the Auditors confirming compliance with the conditions of corporate Governance is also annexed.

### **SECRETARIAL STANDARDS**

The Company complies with all applicable mandatory secretarial standards issued by the Institute of Company Secretaries of India.

### **LISTING ON STOCK EXCHANGE**

The company's shares are listed on BSE Ltd.

### **BUSINESS RISK MANAGEMENT**

Your Company has an elaborate Risk Management procedure. The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In pursuance of Section 177 (9) of the Companies Act, 2013 and the regulation 22 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has in place a Vigil Mechanism/ Whistle Blower Policy for Directors and employees to report genuine concern. More details pertaining to the same are given in the Corporate Governance Report.

### **RELATED PARTY TRANSACTIONS**

In line with the requirements of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions has been uploaded on the website of the company.

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary/ Associate or Joint venture company.

### **FIXED DEPOSITS**

The Company has not accepted or renewed any fixed deposits during the year under review and no fixed deposit is outstanding for payment at the year ended 31<sup>st</sup> March, 2020.

### **DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

Your Company is committed to make a positive contribution to communities where it operates. Pursuant to Section 135 of the Companies Act, 2013, the Company constituted CSR committee and formulated CSR Policy as guiding principle for undertaking CSR activities. The Company's vision on CSR is that the Company being a responsible Corporate Citizen would continue to make a serious endeavor for improvement in quality of life and betterment of society through its CSR related initiatives.

During the current year, the Company has incurred expenditure of ₹ 2.49 Lacs on CSR activities against obligation of ₹ 4.55 Lacs. Accordingly, during the year there is shortfall of ₹ 2.06 Lacs on CSR expenditure. The disclosures of CSR activities pursuant to Section 134(3) of the Companies Act, 2013 read with Rule 9 of Companies (Corporate Social Responsibility) Rules, 2014 is annexed hereto and form part of this report as **Annexure – II**.

### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

A Statement giving details of conservation of energy, technology absorption, foreign exchange earnings and outgo in accordance with Section 134(3)(m) read with the Rule 8 (3) of the Companies (Accounts) Rules, 2014 is enclosed as **Annexure – III** and forms integral part of this Report.

**EXTRACT OF ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure “IV”** and is attached to this Report.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All the related party transactions are entered on arm's length basis and in the ordinary course of business. The Company has complied with all the applicable provisions of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in this regard. There is no materially significant related party transaction with Promoters, Directors or Key Management Personnel which may have potential conflict with the interest of the Company at large

The particulars of Contracts or Arrangements made with related parties made pursuant to Section 188 are furnished in **Annexure- V** and are attached to this report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of making loans, guarantees or investments as applicable.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There were no any material change and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which financial statements relates and the date of report.

**MATERIAL AND SIGNIFICANT ORDERS PASSED BY REGULATORS & COURTS**

No significant and material orders have been passed by any regulators or courts or tribunals against the Company impacting the going concern status and Company's operations in future.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

**HUMAN RESOURCE DEVELOPMENT**

Industrial relations continued to be cordial during the period under review. Your Company firmly believes that a dedicated work force constitutes the primary source of sustainable competitive advantage. Accordingly, human resource development received focused attention. The Company has in house skill training centre and imparts on the job training to its manpower on continuous basis. Your Directors wish to place on record their appreciation for the dedicated services rendered by the work force during the year under review.

**STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Particulars of employees and analysis of remuneration as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed as **Annexure - VI**

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- a) Employed throughout the year Nil
- b) Employed for part of the year Nil

**DISCLOSURE UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company has always believed in providing a safe and harassment free workplace for every individual working in A Infrastructure Limited. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

Your Director further state that during the year under review, there were no cases filed, pursuant to the Act and rules made thereof.

**ACKNOWLEDGEMENT**

Directors wish to express their grateful appreciation for assistance and co-operation received from various Departments of Central & State Governments and Banks during the year under review. Your Directors also wish to place on record their appreciation for the committed services of all the associates and vendors of the Company.

For and on behalf of the Board of Directors

Place : New Delhi  
Date : 21<sup>st</sup> August, 2020

Sd/-  
**Munna Lal Goyal**  
Director  
DIN: 01427276

Sd/-  
**Kuldeep Kaw**  
Director  
DIN: 07882203

To,  
The Members,  
**A INFRASTRUCTURE LIMITED,**  
Hamirgarh, Distt. - Bhilwara,  
Rajasthan - 311025

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **A INFRASTRUCTURE LIMITED**, (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance's and expressing our opinion thereon.

#### **Management's Responsibility for Secretarial Compliance's**

The company's Management is responsible for preparation and maintenance of secretarial records and for devising proper system to ensure compliance with the provisions of applicable laws and regulations.

#### **Auditor's Responsibility**

My responsibility is to express an opinion on the Secretarial records, Standards, Procedures followed by the company with respect to Secretarial Compliance's.

I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.

#### **Opinion**

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2020** complied with the statutory provisions listed here-under and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2020** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; *(not applicable since there is no action/ event in pursuance of said regulation)* **N.A.**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and *(not applicable since there is no action/ event in pursuance of said regulation)* **N.A.**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *(not applicable since there is no action/ event in pursuance of said regulation)* **N.A.**



- (vi) The Environment (Protection) Act, 1986
- (vii) The EPF & Misc. Provisions Act, 1952;
- (viii) Employees' state Insurance Act, 1948;
- (ix) The Payment of Bonus Act, 1965;
- (x) The payment of Gratuity Act, 1972

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Anil Somani & Associates**  
Company Secretaries

Place : Bhilwara  
Date : 21<sup>st</sup> August, 2020

Sd/-  
**Anil Kumar Somani**  
**ACS: 36055**  
**COP: 13379**  
**UDIN: A036055B000595042**

This report is to be read with our letter of even date which is annexed as "**Annexure I**" and forms an integral part of this report.

To,  
The Members  
**A INFRASTRUCTURE LIMITED,**  
Hamirgarh, Distt. - Bhilwara,  
Rajasthan - 311025

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Anil Somani & Associates**  
Company Secretaries

Sd/-  
**Anil Kumar Somani**  
ACS : 36055  
COP: 13379

Place : Bhilwara  
Date : 21<sup>st</sup> August, 2020

**CORPORATE SOCIAL RESPONSIBILITY**

During the year Company constituted Corporate Social Responsibility Committee (CSR) pursuant to provisions of section 135 of Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are provided herein below:

|    |  |  |
|----|--|--|
| 1. | A brief outline of the company's CSR policy, Including overview of projects or programs Proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs | The CSR Policy of the Company reflects the Company's philosophy on its social commitment and mission which is designed to portray its obligation to be a responsible corporate citizen and presents the strategies and methods for undertaking social programs for well-being and sustainable development of the local community in which it operates. The Policy applies to all CSR initiatives and activities taken up at the various work centers and locations of the Company, for the benefit of various segments of the society, with the emphasis on the under privileged. Each CSR activity/project of the Company is undertaken/executed either directly by the Company or channelized through implementing agencies. In compliance with the provisions of the Companies Act, 2013, the Company has framed a CSR Policy and the same has been placed at the website of the Company under the link <a href="http://ainfrastructure.com/codes-and-policies/">http://ainfrastructure.com/codes-and-policies/</a> |
| 2. | The Composition of the CSR Committee   | 1. Shri Munna Lal Goyal, Chairman<br>2. Shri Nathu Lal Sharma, Member<br>3. Shri Kuldeep Kaw, Member   |
| 3. | Average net profit of the company for last Three financial years.  | Average net profit of ₹ 227.41 Lacs  |
| 4. | Prescribed CSR Expenditure (two percent of The amount as in item 3 above).   | ₹ 4.55 Lacs  |
| 5. | Details of CSR spent during the financial year 2019-20<br>(a) Total amount to be spent for the financial Year 2019-20<br>(b) Amount spent<br>(c) Amount un spend                             | ₹ 4.55 Lacs<br>₹ 2.49 Lacs<br>₹ 2.06 Lacs  |

Manner in which the amount spent during the financial year is detailed below:

₹ in Lacs

| (1)    | (2)   | (3)   | (4)   | (5)  | (6)   | (7)   | (8)   |
|--------|---|---|---|--|---|---|---|
| S. No. | CSR project or activity identified                | Sector in which The Project is Covered            | Projects or Programs<br>1) Local area or other<br>2) Specify the state & District where projects or programs was under take | Amount outlay (budget) project or programs wise. | Amount spent on the projects or programs Sub-heads : 1) Direct on projects or programs<br>2) Overheads: | Cumulative Expenditure upto the reporting period. | Amount spent Direct or through implementing Agency. |
| 1      | Promoting education and enhancing vocation skills | Right based approached for livelihood enhancement | Bhilwara (Rajasthan)  | 2.00   | 1.54  | 1.54  | Direct  |

₹ in Lacs

| (1)    | (2)                                | (3)  | (4)   | (5)  | (6)   | (7)   | (8)   |
|--------|------------------------------------|--|---|--|---|---|---|
| S. No. | CSR project or activity identified | Sector in which The Project is Covered       | Projects or Programs<br>1) Local area or other<br>2) Specify the state & District where projects or programs was under take | Amount outlay (budget) project or programs wise. | Amount spent on the projects or programs Sub-heads : 1) Direct on projects or programs<br>2) Overheads: | Cumulative Expenditure upto the reporting period. | Amount spent Direct or through implementing Agency. |
| 2      | Provided food to poor              | Eradicating hunger, poverty and malnutrition | Bhilwara (Rajasthan)  | 0.50   | 0.30  | 0.30  | Direct  |
| 3      | Tree Plantation                    | Ensuring Environment Sustainability          | Bhilwara (Rajasthan)  | 0.60   | 0.54  | 0.54  | Direct  |
| 4      | Sport activity                     |  | Bhilwara (Rajasthan)  | 0.30   | 0.11  | 0.11  | Direct  |
|        | <b>Total</b>                       |  |   | <b>3.40</b>                                      | <b>2.49</b>   | <b>2.49</b>                                       | Training to stimulate rural sports                  |

The Company has spent ₹ 2.49 Lacs against obligation of ₹ 4.55 Lacs During the year 2019-20. Hence there is a shortfall of ₹ 2.06 Lacs in spending of CSR expenditure.

The Company is committed to focus on growth and betterment of lives by contributing towards communities around which its operates. we are continuously exploring new opportunities activities and initiatives that align with our CSR Policy and create maximum impact.

The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR Objectives and Policy of the Company.

For and on behalf of the Board of Directors

Place : New Delhi  
Date : 21<sup>st</sup> August, 2020

Sd/-  
**Munna Lal Goyal**  
Director  
DIN: 01427276

Sd/-  
**Kuldeep Kaw**  
Director  
DIN: 07882203

**ANNEXURE-III**

Information under Section 134(3) (m) of the Companies Act, 2013 read with Companies Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report.

**POWER & FUEL CONSUMPTION:**

| Particulars   | 31.03.2020 | 31.03.2019 |
|---|------------|------------|
| <b>1 Electricity:</b>   |            |            |
| (A) Purchased   |            |            |
| Units (in Lacs)   | 151.48     | 168.67     |
| Total amount (₹ in Lacs)  | 1211.73    | 1350.85    |
| Rate/Unit (in ₹)  | 8.00       | 8.01       |
| (B) Own Generation  |            |            |
| Units (in Lacs)   | 1.49       | 1.24       |
| Unit/Ltr. of Diesel oil   | 2.31       | 3.04       |
| Total amount (₹ in Lacs)  | 42.48      | 21.23      |
| Cost/Unit (in ₹)  | 28.49      | 17.19      |
| <b>2 Coal:</b>  |            |            |
| Quantity (in Tones)   | 4816.39    | 6024.81    |
| Total cost (₹ in Lacs)  | 294.12     | 426.95     |
| Cost/Tone (in ₹)  | 6106.61    | 7086.57    |
| <b>3 Consumption Per M. T. of production of A. C. Pressure Pipes and Sheets</b> |            |            |
| Electricity (in Units/per M.T.)   | 75.97      | 77.40      |
| Furnace Oil   |            |            |
| Coal (per M.T)  | 0.02       | 0.03       |

**FOREIGN EXCHANGE EARNING AND OUTGO**

The foreign exchange outflow was ₹ 5347.32 Lacs (₹ 6941.31 Lacs previous year) on account of import of raw-material, stores & spares, plant & machinery and foreign traveling. There were exports of ₹ NIL (₹ NIL Lacs previous year) during the year.

**ENERGY CONSERVATION MEASURES**

Continuous efforts made to reduce coal consumption in Boiler.



**Form No. MGT-9**
**EXTRACT OF ANNUAL RETURN**
**as on the financial year ended on 31.03.2020**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

|   |  |
|---|--|
| CIN   | L25191RJ1980PLC002077  |
| Registration Date   | 30.08.1980   |
| Name of the Company   | A Infrastructure Limited   |
| Category / Sub-Category of the Company                                    | Company limited by shares  |
| Address of the Registered office and contact details                      | Hamirgarh, Bhilwara, Rajasthan - 311025<br>01482-286102  |
| Whether listed company  | Yes  |
| Name, Address and Contact details of Registrar and Transfer Agent, if any | BEETAL Financial & Computer Services Pvt Ltd.<br>BEETAL HOUSE, 3rd Floor,<br>99, Madangir, behind LSC, New Delhi – 110062<br>011-29961281-83 |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products/services                                     | NIC Code of the Product/service | % to total turnover of the company |
|---------|--|---------------------------------|------------------------------------|
| 1       | Asbestos Cement Pressure Pipes, A.C. Cement Corrugated Sheets and allied products. | 23959                           | 99.92%                             |

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-**

| S. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of Share held | Applicable Section |
|--------|---------------------------------|---------|--------------------------------|-----------------|--------------------|
|        |                                 |         |                                |                 |                    |
|        |                                 |         |                                |                 |                    |

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

## i) Category-wise Share Holding

| Category of Shareholders   | No. of Shares held at the beginning of the year |          |                 |                   | No. of Shares held at the end of the year |          |                 |                   | % Change during the year |
|----------------------------|---|----------|-----------------|-------------------|---|----------|-----------------|-------------------|--------------------------|
|                            | Demat   | Physical | Total           | % of Total Shares | Demat                                     | Physical | Total           | % of Total Shares |                          |
| <b>A. PROMOTERS</b>        |   |          |                 |                   |   |          |                 |                   |                          |
| a) Individual/HUF          | 990400  | -        | 990400          | 2.32%             | 990400                                    | -        | 990400          | 2.32%             |                          |
| b) Central Govt.           |   |          |                 |                   |   |          |                 |                   |                          |
| c) State Govt. (s)         |   |          |                 |                   |   |          |                 |                   |                          |
| d) Bodies Corp.            | 30544740  | -        | 30544740        | 71.63%            | 30544740                                  | -        | 30544740        | 71.63%            |                          |
| e) Banks / FI              |   |          |                 |                   |   |          |                 |                   |                          |
| f) Any Other....           |   |          |                 |                   |   |          |                 |                   |                          |
| <b>Sub-total (A) (1):-</b> | <b>31535140</b>                                 | <b>-</b> | <b>31535140</b> | <b>73.95%</b>     | <b>31535140</b>                           | <b>-</b> | <b>31535140</b> | <b>73.95%</b>     |                          |

| Category of Shareholders  | No. of Shares held at the beginning of the year |                |                 |                   | No. of Shares held at the end of the year |                |                 |                   | % Change during the year |
|---|---|----------------|-----------------|-------------------|---|----------------|-----------------|-------------------|--------------------------|
|   | Demat   | Physical       | Total           | % of Total Shares | Demat                                     | Physical       | Total           | % of Total Shares |                          |
| <b>(2) Foreign</b>  |   |                |                 |                   |   |                |                 |                   |                          |
| a) NRIs - Individuals   |   |                |                 |                   |   |                |                 |                   |                          |
| b) Other – Individuals  |   |                |                 |                   |   |                |                 |                   |                          |
| d) Bodies Corp.   |   |                |                 |                   |   |                |                 |                   |                          |
| e) Banks / FI   |   |                |                 |                   |   |                |                 |                   |                          |
| f) Any Other....  |   |                |                 |                   |   |                |                 |                   |                          |
| <b>Sub-total (A) (2):-</b>  | <b>NIL</b>                                      | <b>NIL</b>     | <b>NIL</b>      | <b>NIL</b>        | <b>NIL</b>                                | <b>NIL</b>     | <b>NIL</b>      | <b>NIL</b>        |                          |
| <b>Total shareholding of Promoter (A) = (A)(1)+ (A)(2)</b>                      | <b>31535140</b>                                 | <b>-</b>       | <b>31535140</b> | <b>73.95%</b>     | <b>31535140</b>                           | <b>-</b>       | <b>31535140</b> | <b>73.95%</b>     | <b>NIL</b>               |
| <b>B. Public Shareholding</b>   |   |                |                 |                   |   |                |                 |                   |                          |
| a) Mutual Funds/ Banks/FI   |   |                |                 |                   |   |                |                 |                   |                          |
| b) Central Govt.  |   |                |                 |                   |   |                |                 |                   |                          |
| c) State Govt. (s)  |   |                |                 |                   |   |                |                 |                   |                          |
| d) Venture Capital funds  |   |                |                 |                   |   |                |                 |                   |                          |
| e) Insurance Companies  |   |                |                 |                   |   |                |                 |                   |                          |
| g) FIs  |   |                |                 |                   |   |                |                 |                   |                          |
| h) Foreign Venture Capital Funds  |   |                |                 |                   |   |                |                 |                   |                          |
| i) Others (specify)   |   |                |                 |                   |   |                |                 |                   |                          |
| <b>Sub-total (B)(1):-</b>   |   |                |                 |                   |   |                |                 |                   | <b>-</b>                 |
| <b>2. Non-Institutions</b>  |   |                |                 |                   |   |                |                 |                   |                          |
| A) Bodies Corp.   |   |                |                 |                   |   |                |                 |                   |                          |
| i) Indian   | 9147682   | 447900         | 9595582         | 22.50%            | 9533951                                   | 31300          | 9565251         | 22.43%            | (0.07)                   |
| ii) Overseas  |   |                |                 |                   |   |                |                 |                   |                          |
| B) Individuals/HUF  | 6901  |                | 6901            | 0.016%            | 6695                                      |                | 6695            | 0.015%            | (0.01)                   |
| i) Individual shareholders holding nominal sharecapital upto ₹ 2 lakh           | 336255  | 979360         | 1315615         | 3.09%             | 420664                                    | 932460         | 1353124         | 3.17%             | 0.08                     |
| ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh | -   | -              | -               | -                 | -   | -              | -               | -                 | -                        |
| c) Others Clearing Members  | 8   | -              | 8               | 0.00              | 813                                       | -              | 813             | 0.002             | 0.002                    |
| d) NRI's  | 15854   | 176600         | 192454          | 0.45%             | 19477                                     | 165200         | 184677          | 0.43%             | (0.02)                   |
| <b>Sub-total (B)(2):-</b>   | <b>9506700</b>                                  | <b>1603860</b> | <b>11110560</b> | <b>26.05%</b>     | <b>9981600</b>                            | <b>1128960</b> | <b>11110560</b> | <b>26.05%</b>     | <b>-</b>                 |
| <b>Total Public Shareholding(B)=(B)(1)+(B)(2)(B)(2)</b>                         | <b>9506700</b>                                  | <b>1603860</b> | <b>11110560</b> | <b>26.05%</b>     | <b>9981600</b>                            | <b>1128960</b> | <b>11110560</b> | <b>26.05%</b>     | <b>-</b>                 |
| C. Shares held by Custodian for GDRs & ADRs                                     |   |                |                 |                   |   |                |                 |                   |                          |
| <b>Grand Total (A+B+C)</b>  | <b>41041840</b>                                 | <b>1603860</b> | <b>42645700</b> | <b>100%</b>       | <b>41516740</b>                           | <b>1128960</b> | <b>42645700</b> | <b>100%</b>       | <b>-</b>                 |

**(ii) Shareholding of Promoters**

| Sl. No. | Shareholder's Name              | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  | % change in shareholding during the year |
|---------|---------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
|         |                                 | No. of Shares                             | % of total Shares of the company | % of Shares Pledged/encumbered to total shares | No. of Shares                       | % of total Shares of the company | % of Shares Pledged/encumbered to total shares |  |
| 1.      | Smt. Prabha Devi Kanoria        | 6000                                      | 0.01%                            | -  | 6000                                | 0.01%                            | -  | -  |
| 2.      | Smt. Priyadarshini Kanoria      | 984400                                    | 2.30%                            | -  | 984400                              | 2.30%                            | -  | -  |
| 3.      | Alok Fintrade Pvt. Ltd.         | 6452500                                   | 15.13%                           | -  | 6452500                             | 15.13%                           | -  | -  |
| 4.      | Anchal Fintrade Private Limited | 5540000                                   | 12.99%                           | -  | 5540000                             | 12.99%                           | -  | -  |
| 5.      | B S Traders Private Limited     | 7454200                                   | 17.48%                           | -  | 7454200                             | 17.48%                           | -  | -  |
| 6.      | Ganga Projects Pvt. Ltd.        | 7918040                                   | 18.56%                           | -  | 7918040                             | 18.56%                           | -  | -  |
| 7.      | Kanoria Properties Pvt. Ltd.    | 780000                                    | 1.83%                            | -  | 780000                              | 1.83%                            | -  | -  |
| 8.      | Landmark Dealers Pvt. Ltd.      | 2400000                                   | 5.63%                            | -  | 2400000                             | 5.63%                            | -  | -  |
|         | <b>Total</b>                    | <b>31535140</b>                           | <b>73.95%</b>                    | <b>NIL</b>                                     | <b>31535140</b>                     | <b>73.95%</b>                    | <b>NIL</b>                                     | <b>NIL</b>                               |

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

| Sl. No. |  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|--|---|----------------------------------|---|----------------------------------|
|         |  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|         | At the beginning of the year   |   |                                  |   |                                  |
| 1.      | Smt. Priyadarshini Kanoria   | 984400                                    | 2.30%                            | 984400                                  | 2.30%                            |
|         | Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | No Change                                 |                                  |   |                                  |
|         | At the End of the year   |   |                                  |   |                                  |
| 1.      | Smt. Priyadarshini Kanoria   | 984400                                    | 2.30%                            | 984400                                  | 2.30%                            |

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No. | For Each of the Top 10 Shareholders           | Shareholding at the beginning of the year |                                  | Cumulative Shareholding at the end of the year |                                  |
|---------|---|---|----------------------------------|--|----------------------------------|
|         |   | No. of shares                             | % of total shares of the company | No. of shares                                  | % of total shares of the company |
| 1.      | Nathdwara Fibre Cement Product Ltd.           | 4727680                                   | 11.09                            | 4703180  | 11.03                            |
| 2.      | Generatio Next Medical Services Co. Pvt. Ltd. | 1852240                                   | 4.34                             | 1852240  | 4.34                             |
| 3.      | Shaurya Production Co. Pvt .Ltd.              | 1320000                                   | 3.10                             | 1320000  | 3.10                             |
| 4.      | Rajasthan State Ind Dep. & Inv. Cor. Ltd      | 1206600                                   | 2.83                             | 1206600  | 2.83                             |
| 5.      | Bern Trading Pvt. Ltd.                        | 400000                                    | 0.94                             | 400000   | 0.94                             |
| 6.      | Rashmikant Dhirajlal Doshi                    | 35200                                     | 0.08                             | 35200  | 0.08                             |
| 7.      | Kasliwal Prem Chand                           | 30040                                     | 0.07                             | 30040  | 0.07                             |
| 8.      | Savyasachi Sushil Joshi                       | -   | -                                | 28081  | 0.06                             |
| 9.      | Mahendra Doshi                                | 26000                                     | 0.06                             | 26000  | 0.06                             |
| 10.     | Hemendra vasantrai Kothari                    | 26000                                     | 0.06                             | 26000  | 0.06                             |

## (v) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | For Each of the Directors and KMP | Date       | Reason | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|-----------------------------------|------------|--------|---|----------------------------------|---|----------------------------------|
|         |                                   |            |        | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|         | <b>Directors</b>                  |            |        |   |                                  |   |                                  |
| 1.      | Smt. Priyadarshinee Kanoria       | 01.04.2019 |        | 984400                                    | 2.30%                            | 984400                                  | 2.30%                            |
|         |                                   | 31.03.2020 |        | 984400                                    | 2.30%                            | 984400                                  | 2.30%                            |

## V. INDEBTEDNESS

## Indebtedness of the Company including interest outstanding/accrued but not due for payment

|  | Secured Loans excluding deposits (₹ In Lacs) | Unsecured Loans (₹ In Lacs) | Deposits   | Total Indebtedness (₹ In Lacs) |
|--|--|-----------------------------|------------|--------------------------------|
| <b>Indebtedness at the beginning of the financial year</b> |  |                             |            |                                |
| i) Principal Amount  | 6202.67                                      | 2056.92                     | -          | 8259.59                        |
| ii) Interest due but not paid                              | -  | -                           | -          | -                              |
| iii) Interest accrued but not due                          | -  | -                           | -          | -                              |
| <b>Total (i+ii+iii)</b>                                    | <b>6202.67</b>                               | <b>2056.92</b>              | <b>NIL</b> | <b>8259.59</b>                 |
| <b>Change in Indebtedness during the financial year</b>    |  |                             |            |                                |
| · Addition   | 464.12                                       | 3719.62                     | -          | 4183.75                        |
| · Reduction  | 747.25                                       | 3220.88                     | -          | 3968.13                        |
| <b>Net Change</b>  | <b>(283.13)</b>                              | <b>498.74</b>               | <b>NIL</b> | <b>215.62</b>                  |
| <b>Indebtedness at the end of the financial year</b>       |  |                             |            |                                |
| i) Principal Amount  | 5919.54                                      | 2555.66                     | -          | 8475.20                        |
| ii) Interest due but not paid                              | -  | -                           | -          | -                              |
| iii) Interest accrued but not due                          | -  | -                           | -          | -                              |
| <b>Total (i+ii+iii)</b>                                    | <b>5919.54</b>                               | <b>2555.66</b>              | <b>-</b>   | <b>8475.20</b>                 |

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

| Sl. no. | Particulars of Remuneration  | Name of MD/WTD/ Manager  |                            |                 |                        | Total Amount       |
|---------|--|--------------------------|----------------------------|-----------------|------------------------|--------------------|
|         |  | Mr. Sanjay Kumar Kanoria | Smt. Priyadarshini Kanoria | Mr. Kuldeep Kaw | Mr. Arun Kumar Shishoo |                    |
| 1.      | Gross salary   |                          |                            |                 |                        |                    |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 196 | 37,16,667                | 45,70,482                  | 2,67,600        | 4,40,887               | 89,95,636          |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                            | -                        | -                          | 2,21,835        | 4,35,690               | 6,57,525           |
|         | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961             | -                        | -                          |                 |                        | -                  |
| 2.      | Stock Option   | -                        | -                          | -               |                        | -                  |
| 3.      | Sweat Equity   | -                        | -                          | -               |                        | -                  |
| 4.      | Commission<br>- as % of profit<br>- others, specify...                             | -                        | -                          | -               |                        | -                  |
| 5.      | Provident Fund   | 4,46,000                 | 5,48,548                   | 32,112          | 52,906                 | 10,79,476          |
|         | <b>Total (A)</b>   | <b>41,62,667</b>         | <b>51,18,940</b>           | <b>5,21,547</b> | <b>9,29,483</b>        | <b>1,07,32,637</b> |

**B. Remuneration to other directors:**

| Sl. no. | Particulars of Remuneration                  | Name of Directors                                  |                  |               |                | Total Amount    |
|---------|--|--|------------------|---------------|----------------|-----------------|
|         |  | Munna Lal Goyal                                    | Nathu Lal Sharma | Ram Krishna   | Pradeep Sahani |                 |
| 1.      | Independent Directors                        |  |                  |               |                |                 |
|         | • Fee for attending board committee meetings |  |                  |               |                |                 |
|         | • Commission- Others, please specify         | 60,000   | 40,000           | 40,000        | 10,000         | 1,50,000        |
|         | <b>Total (1)</b>                             | <b>60,000</b>                                      | <b>40,000</b>    | <b>40,000</b> | <b>10,000</b>  | <b>1,50,000</b> |
| 2.      | Other Non-Executive Directors                |  |                  |               |                |                 |
|         | • Fee for attending board committee meetings |  |                  |               |                |                 |
|         | • Commission                                 |  |                  |               |                |                 |
|         | • Others, please specify                     |  |                  |               |                |                 |
|         | <b>Total (2)</b>                             | -  | -                | -             | -              | -               |
|         | <b>Total (B)=(1+2)</b>                       | <b>60,000</b>                                      | <b>40,000</b>    | <b>40,000</b> | <b>10,000</b>  | <b>1,50,000</b> |
|         | Ceiling as per the Act                       | ₹ 1 Lakh Per Meeting of Board or Committee thereof |                  |               |                |                 |



**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

| Sl. no. | Particulars of Remuneration   | Key Managerial Personnel |                  |                   | Total            |
|---------|---|--------------------------|------------------|-------------------|------------------|
|         |   | CEO                      | CFO              | Company Secretary |                  |
| 1.      | Gross salary  |                          |                  |                   |                  |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | -                        | 13,74,000        | 2,59,200          | 16,33,200        |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | -                        | 13,19,170        | 2,14,800          | 15,33,970        |
|         | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | -                        | -                | -                 |                  |
| 2.      | Stock Option  | -                        | -                | -                 | -                |
| 3.      | Sweat Equity  | -                        | -                | -                 | -                |
| 4.      | Commission<br>- as % of profit<br>- others, specify                                 | -                        | -                | -                 | -                |
| 5.      | Provident Fund  | -                        | 1,64,880         | 31,104            | 1,95,984         |
|         | <b>Total</b>  | -                        | <b>28,58,050</b> | <b>5,05,104</b>   | <b>33,63,154</b> |

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD / NCLT] | Appeal made |
|-------------------------------------|------------------------------|-------------------|--|-----------------------|-------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                       |             |
| Penalty                             |                              |                   | None   |                       |             |
| Punishment                          |                              |                   |  |                       |             |
| Compounding                         |                              |                   |  |                       |             |
| <b>B. DIRECTORS</b>                 |                              |                   |  |                       |             |
| Penalty                             |                              |                   | None   |                       |             |
| Punishment                          |                              |                   |  |                       |             |
| Compounding                         |                              |                   |  |                       |             |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                       |             |
| Penalty                             |                              |                   | None   |                       |             |
| Punishment                          |                              |                   |  |                       |             |
| Compounding                         |                              |                   |  |                       |             |

**Form No. AOC-2****(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 the Companies Act, 2013, including arms' length transactions under third proviso thereto:

**Details of material contracts or arrangement or transactions at arm's length basis:**

| SL. No. | Particulars  | Details   |
|---------|--|---|
| a)      | Name (s) of the related party  | Kanoria Sugar & General Manufacturing Co. Ltd.              |
| b)      | Nature of Relationship   | Shri Sanjay Kumar Kanoria, Managing Director is interested. |
| c)      | Nature of contracts/arrangements/transaction                                   | Sale or purchase of goods & Material                        |
| d)      | Duration of the contracts/arrangements/transaction                             | 01-04-2019 to 31-03-2020                                    |
| e)      | Salient terms of the contracts or arrangements or transaction                  | Sale or purchase of goods & Material                        |
| f)      | Justification for entering into such contracts or arrangements or transactions | Approval of Audit Committee and Board has been obtained.    |
| g)      | Date of approval by the Board & Audit Committee                                | 29.05.2019  |
| h)      | Amount Involved, if any  | ₹ 26.65 Lacs  |

**Details of material contracts or arrangement or transactions not at arm's length basis:**

| SL. No. | Particulars   | Details |
|---------|---|---------|
| a)      | Name (s) of the related party & nature of relationship                                    | NIL     |
| b)      | Nature of contracts/arrangements/transaction  | NIL     |
| c)      | Duration of the contracts/arrangements/transaction  | NIL     |
| d)      | Salient terms of the contracts or arrangements or transaction including the value, if any | NIL     |
| e)      | Justification for entering into such contracts or arrangements or transactions            | NIL     |
| f)      | Date of approval by the Board   | NIL     |
| g)      | Amount paid as advances, if any   | NIL     |

**FOR AND ON THE BEHALF OF BOARD OF DIRECTORS**

Date : 21<sup>st</sup> August, 2020  
Place : New Delhi

**Sd/-**  
**Kuldeep Kaw**  
Director  
DIN: 07882201

**STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014**

**Details of top ten employees in terms of remuneration drawn:-**

| S. No. | Name of Employee           | Designation               | Remuneration (Rs. in Lacs) | Qualifications                                   | Experience Years | Comencement of Employment | Whether Permanent/ Contractual | Age Years | Last Employment             |
|--------|----------------------------|---------------------------|----------------------------|--|------------------|---------------------------|--------------------------------|-----------|-----------------------------|
| 1      | Sh. Sanjay Kumar Kanoria   | Managing Director         | 41.63                      | B.A. (Mathematics) from Bostan University, U.S.A | 31               | 01/10/2012                | Contractual                    | 60        |                             |
| 2      | Sh. Rajiv Lall Adya        | President                 | 42.52                      | B. Tech.   | 38               | 17/12/2004                | Permanent                      | 61        | H.I.L.                      |
| 3      | Mrs. Priyadarshini Kanoria | Whole Time Director       | 51.19                      | Graduate   | 22               | 01/09/2009                | Contractual                    | 50        |                             |
| 4      | Sh. Rakesh Saxena          | V.P.(Finance)             | 30.08                      | B.Com.,CA  | 30               | 01/02/1995                | Permanent                      | 58        | HINDUSTHAN TIMES LTD.       |
| 5      | Sh. Shyam Behari Vijay     | Sr.V.P. (Finance)         | 28.58                      | M.Com, FICWA, FCS, LLB                           | 42               | 30/10/2008                | Permanent                      | 64        | Aqua Infra Projects Limited |
| 6      | Sh. Anil Prakash Sharma    | General Manager (Finance) | 20.58                      | B.Com.   | 35               | 21/04/1984                | Permanent                      | 59        |                             |
| 7      | Sh. Sanjay Chana           | V.P. (Corporate Affairs)  | 19.83                      | BA Dip IN Auto                                   | 28               | 01/06/2013                | Permanent                      | 56        |                             |
| 8      | Sh.Vinod Kumar Tailor      | General Manager (Finance) | 18.47                      | FCA  | 27               | 1994                      | Permanent                      | 52        |                             |
| 9      | Sh. Ashwani Wali           | Business Develop.         | 18.08                      | B E (Elect)                                      | 33               | 06/08/2012                | Permanent                      | 60        | L & T Group                 |
| 10     | Sh. Nutendra Gupta         | V.P. (Marketing)          | 17.16                      | B E, PGD Marketing                               | 31               | 08/03/1989                | Permanent                      | 59        |                             |

**Sh. Sanjay Kumar Kanoria and Mrs. Priyadarshini Kanoria are related to each other.**

- None of the employee is in receipt of remuneration in excess of remuneration drawn by Managing Director & Whole Time Director and holding more than 2% of the paid-up capital of the Company.
- None of the person was employed for the full year and was in receipt of remuneration of Rs. 1,02,00,000 or more and employed for part of the year and was in receipt of remuneration aggregating to Rs. 8,50,000/- or more per month

**ANALYSIS OF MANAGERIAL REMUNERATION**

In pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the statistical analysis of the remuneration paid to Directors and Key Managerial Personnel (KMP) as against other employees of the Company and with respect to the performance of the Company (PAT) is given below:-

- The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2019-20:-

| Name of Directors          | Ratio |
|----------------------------|-------|
| Sh. Sanjay Kumar Kanoria   | 12:1  |
| Smt. Priyadarshini Kanoria | 15:1  |
| Sh. Kuldeep Kaw            | 02:1  |

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2019-20;

| <b>Name of Directors &amp; KMP</b> | <b>% increase/ (Decrease) in remuneration</b> |
|------------------------------------|---|
| Sh. Sanjay Kumar Kanoria           | -   |
| Smt. Priyadarshini Kanoria         | 65%   |
| Sh. Kuldeep Kaw                    | -   |
| Sh. Shyam Behari Vijay             | -   |
| Sh. Lokesh Mundra                  | -   |

3. The percentage increase in the median remuneration of employees in the financial year 2019-20:- NIL
4. The number of permanent employees on the rolls of company:- 439
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :-  
Average % increase in the salary of employees other than Managerial Personnel: - NIL  
Average % increase/(decrease) in the Salary of the Managerial Personnel :- 15%
6. We hereby confirm that the remuneration paid to Directors and employees are as per the remuneration policy of the Company.

**FOR AND ON THE BEHALF OF BOARD OF DIRECTORS**

Date : 21<sup>st</sup> August, 2020  
Place : New Delhi

**Sd/-**  
**Kuldeep Kaw**  
Director  
DIN: 07882201

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****MANAGEMENT DISCUSSION & ANALYSIS REPORT**

We submit herewith our Management Discussion & Analysis Report on the Company's Business for the year ended 31<sup>st</sup> March, 2020. We have attempted to include on all specified matters to the extent relevant or within limits that in our opinion are imposed by the Company's competitive position.

**OVERVIEW OF GLOBAL ECONOMY**

The year ended with outbreak of COVID-19 pandemic. COVID-19 effects came in as lockdown on manufacturing units across the world and that put challenges on the demand and supply side, where the availability of goods and services was impacted along with logistics. Economies world over are likely to experience a contraction in 2020. The IMF argues that recovery of the global economy could be weaker than projected as a result of lingering uncertainty about possible contagion, lack of confidence, and permanent closure of businesses and shifts in the behaviour of firms and households. The global trade volumes are projected to decline between 13% and 32% in 2020 as a result of the economic impact of COVID-19.

**OVERVIEW OF INDIAN ECONOMY**

The Indian economy was on a recovery path from the lower demand positions that were existing when the COVID-19 pandemic hit us in the last few days of the year and the related measures taken by the Government resulted in slowdown of demand. While on one hand the rate of growth of the pandemic was relatively contained, the lockdown impacted the distribution channels and the sales for the year. The pace and scale of lifting lockdown for India may depend on the availability of the crucial testing capabilities which is essential to get a better handle on the spread of the virus, granular data and technology to track and trace infections, and the buildup of healthcare facilities to treat patients. Government of India's announcements aims at saving the lockdown battered economy by providing tax breaks, incentives for domestic manufacturing and credit guarantee for loans to MSMEs. RBI announced a slew of measures to address the liquidity concerns of financial institutions by means of targeted longterm repo operations to help ease liquidity of NBFCs, HFCs and MFIs. With IMD monsoon forecast coming at near normal levels, the agricultural sector could turn out to be the lone bright spot as winter crop (Rabi) is being harvested and the impact of this pandemic is not seen across the farmland areas of the country so far.

**COMPANY & INDUSTRY STRUCTURE**

The asbestos cement industry is more than 80 years old industry in India. Demands of Asbestos Cement Sheet market have grown during the past couples of years because of the industry's efforts in making in roads into rural markets. Demand of Asbestos Cement Pressure Pipes and Roofing sheets is encouraging due to policies of various States Government. Our Company operates Asbestos Cement Pressure Pipes and Roofing sheets under the brand name of JAI KIRTI. Asbestos Cement Pressure Pipes are used for Portable Water Supply, Casing Pipes in Bore well, Sewage, Irrigation and Roofing Sheet products are used as a roofing material for housing, warehousing and industrial purpose.

**OPERATIONS**

A Summary of key indication is given below detailed financial performance may be viewed from the Balance Sheet and schedules thereto in the Annual Report.

| Particulars |                                | 2019 -20     | 2018 -19     |
|-------------|--------------------------------|--------------|--------------|
| Production  | A.C Pressure Pipe (in MT)      | 41757        | 50893        |
|             | A.C roofing Sheet (in MT)      | 159717       | 161795       |
| Sales       | A.C Pressure Pipe (in MT)      | 50147        | 48477        |
|             | A.C roofing Sheet (in MT)      | 155808       | 167640       |
|             | <b>Gross Sales (₹ in Lacs)</b> | <b>24858</b> | <b>25526</b> |

**COMPANY REVIEW**

A Infrastructure Limited located in Hamirgarh Bhilwara, Rajasthan. The Company is engaged in manufacturing of Asbestos Cement Pressure Pipes Asbestos Cement A.C. Corrugated Roofing Sheets and allied products. The Company is the largest manufacturer of A.C. pipes in India supplying thousands of kilometers of pipes all over India including many vital World Bank assisted water supply schemes. KIRTI Brand A.C. pipes are manufactured at the most modern factory in Hamirgarh, Distt. Bhilwara (Rajasthan) India.

The Company also has most modern and sophisticated automatic plant of latest technology for manufacturing Asbestos Cement A.C. Corrugated Roofing Sheets and allied products. The Asbestos Cement Corrugated Sheets are produced in the plant with the finest quality of raw material and undergo stringent quality control measures at various stages during manufacturing under constant supervision by highly experienced quality conscious professionals.

The “JAI KIRTI” A.C. Cement Corrugated Sheets and allied products are safe, durable and most economical for various applications. The products under the umbrella brand of “JAI KIRTI” are intended to create a benchmark in the category of Industrial and Housing roofing systems.

**OPERATION REVIEW**

The Company has recorded revenue from operations of ₹ 24858.20 Lakh in the current year against ₹ 25525.96 Lakh in the previous year. The EBIDTA (Earnings before interest, tax, depreciation and amortisation) is ₹ 964.57 Lakh in 2018-19 and ₹ 415.26 Lakh in 2019-20. the PAT (Profit after Tax) decreased from ₹ 842.98 Lakh in 2018-19 to ₹ 367.48 Lakh in 2019-20. The Company is operating in single segment i.e. Asbestos Cement pressure pipes and sheets.

**ENVIRONMENT & SAFETY**

We are conscious of the need of the environmentally clean and safe operations. Our policy requires all operations to be conducted in way so as to ensure safety of all concerned, compliance of statutory and industrial requirement for environment protection and conservation of natural resources.

**HUMAN RESOURCES AND INDUSTRIAL RELATION**

Management recognizes that employees represent our greatest assets and are strong pillars of organization and it is only thought motivated, creative and committed employees that we can achieve our aims. Hence, the Company attempts to take good care of welfare and betterment of employees. The Company takes initiative like training and development for its people to increase the performance. The Company has taken various steps to improve and enhance skill of its people. The industrial relations remained cordial in our plant. The total strength as at the end of the financial year 2019-20 was 439 employees.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has appropriate systems for Internal Control. The systems are improved and modified continuously to meet with changes in business conditions, statutory and accounting requirements.

The Company has strong Management Information System, which is an integral part of control mechanism. The Audit Committee of Board of Directors reviews the efficiency and effectiveness of internal control systems and suggests the solution to improve and strengthen. The Internal control system were tested during the year and no material weakness in design or operation were observed.

**RISK AND CONCERNS**

The Company believes that an effective, consistent and sustainable risk management framework is essential part of the work culture. Risk management must be fully integrated into the organisation's governance policies. It is vital to identify, assess and act to minimise various risks. Some of the key risks identified include:

Uncertainty about demand conditions given sluggish global economic recovery and its likely contagion effects, regulatory issues regarding environment clearance and land acquisitions as well as sector specific issues like high cost of capital have stagnated the growth in the economy of our country.



**CAUTIONARY STATEMENT**

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

**FOR AND ON THE BEHALF OF BOARD OF DIRECTORS**

Date : 21<sup>st</sup> August, 2020  
Place : New Delhi

**Sd/-**  
**Kuldeep Kaw**  
Director  
DIN: 07882201

## **REPORT ON CORPORATE GOVERNANCE**

Corporate Governance is about commitment to values and about ethical business conduct. It is about how an organization is managed. This includes its corporate and other structure, its culture, policies and the manners in which it deals with various stakeholders. Accordingly, timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of Corporate Governance.

### **A. COMPLIANCE OF MANDATORY REQUIREMENT**

In accordance with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of Corporate Governance Compliance's by the Company are as under:

#### **1. Company's philosophy on corporate governance**

Company believes that good corporate Governance is a basic tool to achieve long term corporate goals and to create shareholder's value on a substantial basis. The Company's philosophy on Corporate Governance envisages attainment of high level of Transparency, accountability and integrity in all its facets including the conduct of its business, its relationship with its stakeholders VIZ Shareholders, Employees, Customers, Government and the Lenders.

#### **2. The Board of Directors**

##### **a) Composition of the Board**

- I. The Board of Directors of the company presently comprises of 6 Directors of which 2 are an Executive Directors including women director and 4 are Non-Executive and Independent Directors. The composition of the Board is in conformity with Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as Listing Regulations) and applicable provisions of the Companies Act, 2013. The Company has 50% Non Executive Directors.

During the year Shri Pradeep Sahani and Shri Arun Kumar Shishoo have been appointed as directors on 07.08.2019. Shri Arun Kumar Shishoo has resigned from directorship on 30.09.2019.

Shri Sanjay Kumar Kanoria (DIN 00067203), Managing Director of the Company has resigned from directorship w.e.f. 14<sup>th</sup> November, 2019.

- II. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanship /Memberships held by them in other companies is given below.

None of the present directors except Smt. Priyadarshini Kanoria wife of Shri Sanjay Kumar Kanoria are "Relative" of each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rule 2014

Independent Directors play an important role in deliberation at the Board level and bring the company their wide experience in fields of industry, banking and finance, administration and law and contribute significantly to the various Board Committees.

### **BOARD MEETINGS**

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Delhi. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman and the Chief Financial Officer of the Company. The Agenda is circulated a week prior to the date of the meeting.

The Company has held at least four meetings of Board of Directors in every year and the maximum time gap between any two meetings was not more than one hundred twenty days.

During the Financial Year ended 31<sup>st</sup> March, 2020, Six (6) Board meetings were held 30<sup>th</sup> April, 2019, 29<sup>th</sup> May, 2019, 07<sup>th</sup> August, 2019, 10<sup>th</sup> October, 2019, 13<sup>th</sup> November, 2019 and 01<sup>st</sup> February, 2020 and the gap between two meeting did not exceed one hundred and twenty days.

During the year, one meeting of Independent Directors was held on 01<sup>st</sup> February, 2020. The Independent Directors, inter-alia, reviewed the performance of the non- Independent Directors, Chairman and the Board as a whole.

The Composition of the Board of Directors, attendance at Board & last Annual General Meeting, number of other Directorship, Committee Membership and Chairmanship are as under:-

| S. No. | Name                       | Category             | No. of Directorship and committee Membership/Chairmanship in other public companies |                      |              | Attendance Particulars |          | No. of shares held in the Company as on 31.03.2020 |
|--------|----------------------------|----------------------|---|----------------------|--------------|------------------------|----------|--|
|        |                            |                      | Directorship  | Committee Membership | Chairmanship | Board                  | Last AGM |  |
| 1.     | Mr. Sanjay Kumar Kanoria   | Managing Director    | -   | 2                    | -            | 5                      | No       | -  |
| 2.     | Smt. Priyadarshini Kanoria | Whole-time Director  | 12  | -                    | -            | 6                      | No       | 984400   |
| 3.     | Mr. Kuldeep Kaw            | Whole-time Director  | -   | 2                    | -            | 6                      | Yes      | -  |
| 4.     | Mr. Arun Shishoo           | Additional Director  | -   | -                    | -            | -                      | No       |  |
| 5.     | Mr. Munna Lal Goyal        | Independent Director | 4   | 4                    | 2            | 6                      | Yes      | -  |
| 6.     | Mr. Nathu Lal Sharma       | Independent Director | -   | -                    | -            | 4                      | No       | -  |
| 7.     | Mr. Ram Krishna            | Independent Director | -   | 1                    | -            | 4                      | No       | -  |
| 8.     | Mr. Pradeep Sahani         | Independent Director | -   | -                    | -            | 1                      | No       | -  |

The number of Directorships, Committee Memberships/ Chairmanships of all Directors is within respective limits prescribed under the Companies Act, 2013 and Listing Regulations and tenure will be governed by provisions of the Companies Act, 2013.

The company issued formal letters of appointment to independent directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the company.

The company has formulated a policy to familiarize the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes. The details of such familiarization programmes are disclosed on the website of the company.

**APPOINTMENT AND TENURE**

The Directors of the Company are appointed by Members at the General Meetings. In accordance with the Articles of Association of the Company, all Directors, except Independent Directors of the Company, step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election. The Executive Directors on the Board serve in accordance with the terms of their contract of service with the Company.

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Listing Regulations.
- The Independent Directors will serve a maximum of two terms of five years each.
- The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment

**BOARD INDEPENDENCE**

Our definition of 'Independence' of Directors is derived from the Listing Regulations and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors are Independent in terms of the Listing Regulations and Section 149(6) of the Companies Act, 2013.

**INDEPENDENT DIRECTORS' MEETING**

During the year under review, the Independent Directors met on February 01, 2020, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**BOARD EVALUATION**

The Company has adopted an Evaluation Policy. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. The Policy provides that evaluation of the performance of the Board as a whole, Board Committees and Directors shall be carried out on an annual basis.

During the year, the Evaluation cycle was completed by the Company internally which included the Evaluation of the Board as a whole, Board Committees and Directors. The exercise was led by a Senior Independent Director of the Company. The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgment.

**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT**

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules there under.

All the Board members and Senior Management personnel have affirmed compliance with the code of conduct.

The Code of Conduct is available on the website of the company.

**3. BOARD COMMITTEES**

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following statutory and non-statutory Committees.

**a) Audit committee**

In terms of the Regulation 18 of the Listing Regulations as well as Section 177 of the Companies Act, 2013 the Board has constituted Audit Committee of the Board of Directors. The Committee consists of two independent and Non-executive Directors and one executive Director. All members of the committee are financially literate.

The major tasks performed by the audit committee may be grouped under the following heads: Statutory audit, internal audit, reporting and other aspects

- i. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial information.

- ii. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- iii. Reviewing the Management Discussion & Analysis of financial and operational performance.
- iv. Reviewing with the management, the quarterly financial statements and annual financial statements and auditor's report thereon before submission to the board for approval.
- v. Review the adequacy and effectiveness of the company's system and internal control.
- vi. Evaluation of internal financial controls and risk management systems.
- vii. To review the functioning of the Whistle Blower mechanism.

#### **Audit & other duties**

- i. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- ii. Discussion with internal auditors of any significant findings and follow up there on.
- iii. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
- iv. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
- v. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

- (ii) Four Meeting of the Audit Committee were held during the year and the gap between two meetings never exceeded 120 days. The dates on which such meetings were held are as follows:

29<sup>th</sup> May 2019      07<sup>th</sup> August 2019      13<sup>th</sup> November, 2019      01<sup>st</sup> February 2020

- (iii) The Constitution of the Audit Committee and the attendance of each member of the Committee in financial year 2019-20 are given below:

| S. No | Name of the Director     | Position | Category             | No. of meeting during the year 2019-20 |          |
|-------|--------------------------|----------|----------------------|--|----------|
|       |                          |          |                      | Held                                   | Attended |
| 1     | Mr. Munna Lal Goyal      | Chairman | Independent Director | 4                                      | 4        |
| 2     | Mr. Ram Krishna          | Member   | Independent Director | 4                                      | 4        |
| 3     | Mr. Sanjay Kumar Kanoria | Member   | Managing Director    | 3                                      | 3        |
| 4     | Mr. Kuldeep Kaw          | Member   | Director             | 1                                      | 1        |

The Company Secretary acts as the Secretary to the committee.

#### **b) Nomination and Remuneration Committee**

- (i) The Remuneration Committee of the Board of Directors has been constituted to recommend/review remuneration to Managing Director/Directors based on their performance and defined assessment criteria. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing Industry practice. The Committee has been constituted in accordance with the prescribed guidelines. The committee comprises of three Directors, all of them are Non-Executive and Independent directors.

The terms of reference of the committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

- (ii) The Constitution of the Nomination and Remuneration Committee and the attendance of each member of the Committee in financial year 2019-20 are given below:

| S. No | Name of the Director | Position | No. of Meeting held during the year | No. of Meetings attended |
|-------|----------------------|----------|-------------------------------------|--------------------------|
| 1     | Mr. Ram Krishna      | Chairman | 1                                   | 1                        |
| 2     | Mr. Nathu Lal Sharma | Member   | 1                                   | 1                        |
| 3     | Mr. Munna Lal Goyal  | Member   | 1                                   | 1                        |

### Board Membership Criteria

The Board of Directors are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- Composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- Desired age and diversity on the Board;
- Size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of business;
- Balance of skills and expertise in view of the objectives and activities of the Company;
- Avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties;
- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mind-set.

### c) STAKEHOLDERS' RELATIONSHIP COMMITTEES

- (i) **The Stakeholders' Relationship Committee** is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

The Committee is headed by Mr. Munna Lal Goyal, Independent Director and consists of the members as stated below.

| S. No. | Name of the Director | Designation | Nature of Directorship      |
|--------|----------------------|-------------|-----------------------------|
| 1.     | Mr. Munna Lal Goyal  | Chairman    | Independent & Non-Executive |
| 2.     | Mr. Nathu Lal Sharma | Member      | Independent & Non-Executive |
| 3.     | Mr. Kuldeep Kaw      | Member      | Executive                   |

**Compliance Officer: - Mr. Lokesh Mundra, Company Secretary & GM (Legal)**

**Designated E-mail for Investors' Grievances – cs@kanoria.com**

During the year ended on 31<sup>st</sup> March, 2020, this Committee had 4 meetings.

The role of Stakeholders' Relationship Committee are as follows:

- consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc;



- ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company;
- provide guidance and make recommendations to improve investor service levels for the investors.

#### **Details of Shareholders' / Investors' Complaints**

The Secretarial Department of the Company and Registrar & Transfer Agent, BEETAL Financial and Computer Services Private Ltd., New Delhi attend all the Grievance of the Shareholders and Investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, SCORES etc.

#### **Details of Complaints received and status thereof:-**

Two complaints received from Investors during the financial year 2019-20, were resolved to the satisfaction of shareholders and there was no complaint pending at the end of the year.

#### **(d) SHARE TRANSFER COMMITTEE**

The Share Transfer Committee has been formed to look into share transfer and related applications received from shareholders, with a view to accelerate the transfer procedures.

The Committee comprises two Directors of the Board. The Committee inter alia considers applications for transfer, transmission, split, consolidation of share certificates and cancellation of any share certificate in compliance with the provisions in this regard. The Committee is authorised to sign, seal or issue any new share certificate as a result of transfer, consolidation, splitting or in lieu of share certificates lost, defaced or destroyed. The Committee meets at regular intervals to approve the share transfers and other related matters.

#### **4. FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

##### **1. Criteria of selection of Non-Executive Directors**

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
  - Qualification, expertise and experience of the Directors in their respective fields;
  - Personal, Professional or business standing;
  - Diversity of the Board.
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

##### **(f) Remuneration of Directors**

Payment of Sitting Fees to the Non Executive Directors and Payment of Salary, Commission and Perquisites to the Executive Directors is made in accordance with industry norms and subject to the overall ceilings imposed by the Companies Act, 2013 and other applicable statutes.

The appointment of Chairman, Managing Director and Executive Director is governed by resolution passed by the Board of Directors and shareholders of the Company at the respective meetings. They are paid remuneration as per terms and conditions approved by the Board of Directors and Shareholders on the recommendation of Nomination and Remuneration Committee.

Details of remuneration paid to the Directors for the year:

**(I) Executive Directors (Managing /Whole - time Directors)**

The Company pays remuneration only to Executive Directors. The details of remuneration paid to Directors of the Company for the financial year ended 31<sup>st</sup> March, 2020 are as follows:

(Amount ₹ in Lacs)

| Name                       | Salary | P.F. | Other Perquisites | Total        |
|----------------------------|--------|------|-------------------|--------------|
| Mr. Sanjay Kumar Kanoria   | 49.50  | 5.94 | -                 | <b>55.44</b> |
| Smt. Priyadarshini Kanoria | 27.60  | 3.31 | -                 | <b>30.91</b> |
| Mr. Kuldeep Kaw            | 4.74   | 0.31 | -                 | <b>5.05</b>  |
| Mr. Arun Kumar Shishoo     | 8.10   | 0.51 | -                 | <b>8.61</b>  |

**(II) Details of Sitting Fee paid to Non-Executive Directors**

| S. No. | Name of Director     | Category of Directors              | Sitting Fee (Amt. In ₹) |
|--------|----------------------|------------------------------------|-------------------------|
| 1.     | Mr. Munna Lal Goyal  | Independent Non-Executive Director | 60,000                  |
| 2.     | Mr. Nathu Lal Sharma | Independent Non-Executive Director | 40,000                  |
| 3.     | Mr. Ram Krishna      | Independent Non-Executive Director | 40,000                  |
| 4.     | Mr. Pradeep Sahani   | Independent Non-Executive Director | 10,000                  |

Non-Executive Directors are not entitled to any remuneration other than sitting fees for attending the meetings of the Board of Directors and Committee thereof, held during the financial year.

The Company does not have Employee Stock Option Scheme in force.

**5. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the company has adopted a vigil mechanism / Whistle Blower policy. This policy is posted on the website of company at [www.ainfrastructure.com](http://www.ainfrastructure.com) under the link of "Investor Relations"

**6. RELATED PARTY TRANSACTIONS**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Ind AS has been made in the notes to the Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website at [www.ainfrastructure.com](http://www.ainfrastructure.com) under the link of "Investor Relations"

**7. CODE OF CONDUCT FOR MEMBERS OF THE BOARD AND SENIOR MANAGEMENT PERSONNEL**

The Board of Directors has adopted code of conduct for Directors and Senior Management. The said code has been confirmed by all the directors and members of the senior management.

As provided under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, it is hereby declared that all the Board members and senior management personnel of the Company have confirmed compliance with the code of conduct for the year ended 31.03.2020.

**8. Familiarisation Programme for Independent Directors:-**

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program on the Company's manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The Independent Directors visit to the manufacturing units.

The details of familiarisation programme for Independent Directors is available at the website of the Company i.e. [www.ainfrastructure.com](http://www.ainfrastructure.com) under the link of "Investor Relations"

## 9. SHARES HELD BY DIRECTORS

Details of Shareholding of Directors as on 31.03.2020 in the Company are as under:

| S. No. | Director                   | No. of Equity Shares |
|--------|----------------------------|----------------------|
| 1.     | Mrs. Priyadarshini Kanoria | 984400               |
| 2.     | Mr. Nathu Lal Sharma       | NIL                  |
| 3.     | Mr. Ram Krishna            | NIL                  |
| 4.     | Mr. Munna Lal Goyal        | NIL                  |
| 5.     | Mr. Kuldeep Kaw            | NIL                  |
| 6.     | Mr. Pradeep Sahani         | NIL                  |

## 10. Subsidiary Company:

The Company does not have any subsidiary Company.

## 11. WTD/ Sr. V. P. Finance & CFO Certificates:

As required under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Shri Kuldeep Kaw, Whole time Director and Shri S. B. Vijay, Sr. Vice President - Finance as well as CFO certify to the Board that:

- a) The financial statements and the Cash Flow Statement for the year have been reviewed and to the best of his knowledge and belief:
  - (i) these statements do not contain any untrue statement of material fact, have not omitted any material fact and do not contain any statement that is misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards applicable laws and regulations.
- b) To the best of his knowledge and belief no transactions entered into by the company during the year are fraudulent, illegal or violate the Company's code of conduct.
- c) He accepts responsibility for establishing and maintaining internal controls for financial reporting and that he has evaluated the effectiveness of internal control systems of the company pertaining to financial reporting.
- d) He has indicated to the auditors and the Audit Committee:
  - i) Significant changes in the internal control over financial reporting during the year
  - ii) Significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - iii) There have been no instances of significant fraud either by the management or an employee having a significant role in the Company's internal control system of financial reporting.

The CEO/ Sr. V.P. Finance Certificate as required under Listing Regulations is enclosed with this report.

## 12. General Body Meeting

The last Three Annual General Meetings were held as per details given below:

| Date of AGM                     | Relevant Financial year | Venue/Location where meeting held   | Time of Meeting |
|---------------------------------|-------------------------|---|-----------------|
| 29 <sup>th</sup> September 2017 | 2016-2017               | Registered Office & Works at Hamirgarh,<br>Distt. Bhilwara (Rajasthan) 311025 | 3.00 P.M        |
| 24 <sup>th</sup> August 2018    | 2017-2018               |   |                 |
| 27 <sup>th</sup> September 2019 | 2018-2019               |   |                 |

**Detail of Extra ordinary General Meeting and Postal Ballot Activity**

| <b>Date of Extra ordinary General Meeting and postal Ballot activity</b> | <b>Business conducted</b>  | <b>Type of Meeting</b>         |
|--|--|--------------------------------|
| 14.06.2019   | Continuation of directorship of Sh. Munna Lal Goyal, independent director and who has attained age of more than 75 years | Extra Ordinary General Meeting |
| 14.03.2020   | Issue and Offer of Redeemable Preference Shares on a Private Placement basis   | Extra Ordinary General Meeting |

**13. Disclosures**

- a) Related Party Disclosure: Information on related party disclosure is given in Note No. 45 of Notes to the financial statement as per requirements of Ind AS 24 – “Related party disclosures”.
- b) Disclosure of Accounting Treatment: The Company follows the Accounting Standards as specified in the Companies (Accounting Standard) Rules, 2006 and the relevant provisions of Companies Act, 2013. The Company has not adopted a treatment different from that prescribed in any Accounting Standard, in the preparation of financial statements. The significant accounting policies which are consistently applied are set out in the Annexure to Notes to the Accounts.
- c) Risk Management: The Company has laid down a robust Risk Management Policy, defining Risk profiles involving Strategic, Technological, Operational, Financial, Organizational, Legal and Regulatory risks within a well-defined framework. The periodical update on the risk management practices and mitigation plan of the Company are presented to Audit Committee and Board of Director. The Audit Committee and Board periodically review such updates and findings and suggest areas where internal control and risk management practices can be improved.
- d) No money was raised by the Company through public issue, right issue, preferential issues etc. in the last financial year and hence, provision contained in this behalf in Listing Regulations are not applicable for Compliance by the Company.

**14. Code of conduct for prevention of Insider Trading:**

As per SEBI guidelines, the Board has designed a code of conduct strictly in accordance with SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended. The Code besides other relevant matters prohibits an insider from dealing in shares of the Company while in possession of unpublished price sensitive information in relation to Company. During the time of declaration of results and other material events the trading window is closed as per code.

**15. Means of Communication.**

The main channel of communication to shareholders is through Annual Report which inter-alia includes, the Board Report, the Report on Corporate Governance and Audited Financial Results.

Quarterly financial results are approved by the Board of Directors and submitted to the Stock Exchanges. The Quarterly financial results are published in one prominent English and one vernacular language newspaper such as the Financial Express and the Rajasthan Patrika/the Dainik Bhaskar.

The website of the Company **www.aainfrastructure.com** acts as the primary source of information about the Company which inter-alia displayed the annual/ quarterly financial results and Shareholding pattern of the Company. The same are also displayed on the website of the Stock Exchanges.

**16. Appointment/Re- appointment of Directors**

The details of the Directors seeking appointment/ re-appointment have been provided in the Notice of Annual General Meeting attached with this Annual Report.

**17. Compliance Certificate of the Auditors**

Certificate from the Auditors of the Company, M/s Anil Somani & Associates, Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under the Schedule V of Listing Regulations, is annexed hereinafter.

**18. Secretarial Audit for Reconciliation of Capital**

As stipulated by SEBI, a qualified practicing Company Secretary carries out the secretarial audit to reconcile the total issued capital and paid up capital. This audit is carried out every quarter and report thereon is submitted to the Stock Exchanges.

**19. Management Discussion & Analysis Report (MDAR)**

The Management Discussion & Analysis Report is attached and forms part of the Directors' Report.

**20. General Shareholders information:**

Detailed information in this regard is provided in the section "Shareholders information" which forms part of this Annual Report.

**21. Directors Seeking Re-appointment**

This year Smt. Priyadarshini Kanoria is liable to retire by rotation and being eligible offer herself for re-appointment in the ensuing Annual General Meeting. Her brief resume is given as under

Smt. Priyadarshini Kanoria aged 51 years is one of the key Promoters of the Company. She has vast experience of more than 22 years in the Asbestos Cement Pipe & Sugar Industry at various positions. She is not a Director in any other Listed Company.

**22 SHARE HOLDERS INFORMATION****a) Annual General Meeting:**

Date and Time : Tuesday, The 29<sup>th</sup> September, 2020 at 10.30 a.m.

Venue : The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of the AGM

**b) Financial Calendar:**

The Financial year of the company is 1<sup>st</sup> April to 31<sup>st</sup> March and the financial results are proposed to be declared as per the following tentative schedule:

|  |                                   |
|--|-----------------------------------|
| Financial reporting for the quarter ending 30 <sup>th</sup> June, 2020   | First fortnight of August, 2020   |
| Financial reporting for the half year ending 30 <sup>th</sup> Sept, 2020 | First fortnight of November, 2020 |
| Financial reporting for the quarter ending 31 <sup>st</sup> Dec, 2020    | First fortnight of February, 2021 |
| Financial reporting for the quarter ending 31 <sup>st</sup> March, 2021  | First fortnight of May, 2021      |
| Annual General Meeting for the year ending 31 <sup>st</sup> March, 2021  | September, 2021                   |

**c) Dividend Payment:**

The Board of Directors at their meeting held on 07<sup>th</sup> July, 2020, recommended a Final Dividend of ₹ 0.10/- per equity share for the financial year ended 31<sup>st</sup> March, 2020. Dividend will be paid within 30 days from the date of AGM.

**d) Date of Book Closure:** 23<sup>rd</sup> September, 2020 to 29<sup>th</sup> September, 2020 (both days inclusive)

**e) Registered Office** : P.O. Hamirgarh Distt. Bhilwara 311025 Rajasthan  
Tel: (01482) 286102, Fax: (01482) 286104  
Email: [lokesh.m@kanoria.org](mailto:lokesh.m@kanoria.org)

**f) Corporate office** : A-9-A Green Park Main  
New Delhi - 110016

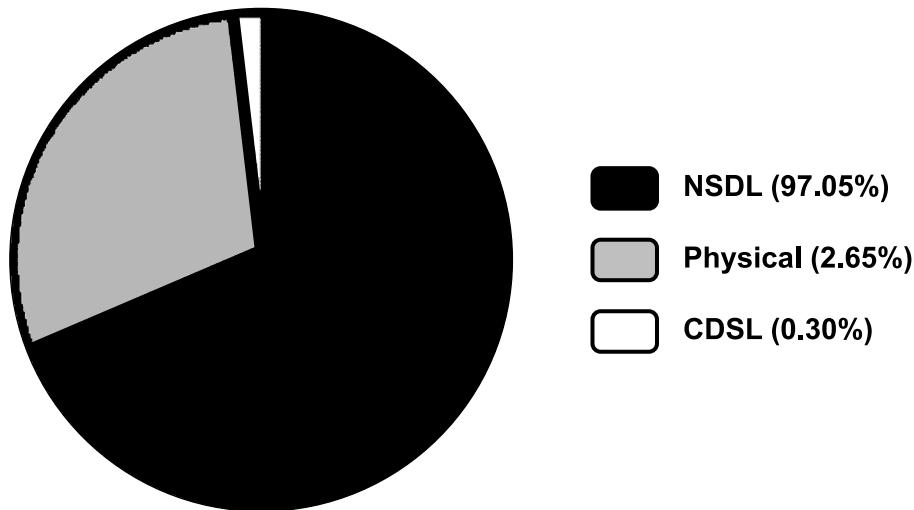
**g) Corporate Identification No.** : L25191RJ1980PLC002077

**h) Listing of Equity Shares on Stock Exchange at:**

- The Bombay Stock Exchange Ltd. (BSE)

**i) Physical/NSDL/CDSL/summary report as on 31<sup>st</sup> March, 2020**

| Particulars  | 2019-2020       |                | 2018-2019       |                |
|--------------|-----------------|----------------|-----------------|----------------|
|              | Shares          | Percentage (%) | Shares          | Percentage (%) |
| Physical     | 1128960         | 2.65%          | 1603860         | 3.76%          |
| NSDL         | 41387886        | 97.05%         | 40926404        | 95.97%         |
| CDSL         | 128854          | 0.30%          | 115436          | 0.27%          |
| <b>Total</b> | <b>42645700</b> | <b>100%</b>    | <b>42645700</b> | <b>100%</b>    |

**Dematerialization of Shares**

**j) Market Price Data:**

| Month  | Open  | High  | Low   | Close | No. of Shares | No. of Trades | Total Turnover | Deliverable Quantity | % Deli. Qty to Traded Qty |
|--------|-------|-------|-------|-------|---------------|---------------|----------------|----------------------|---------------------------|
| Apr 19 | 26.05 | 28.40 | 21.15 | 28.00 | 4,146         | 70            | 1,00,005       | 3,822                | 92.19                     |
| May 19 | 26.60 | 30.15 | 20.65 | 30.15 | 9,256         | 74            | 2,40,992       | 9,255                | 99.99                     |
| Jun 19 | 31.65 | 37.95 | 29.90 | 37.20 | 18,483        | 173           | 6,19,974       | 15,762               | 85.28                     |
| Jul 19 | 36.70 | 36.75 | 28.50 | 28.50 | 847           | 9             | 30,942         | 847                  | 100.00                    |
| Aug 19 | 27.10 | 27.10 | 16.30 | 17.95 | 2,789         | 69            | 53,477         | 2,388                | 85.62                     |
| Sep 19 | 17.10 | 18.75 | 16.15 | 17.50 | 5,019         | 58            | 88,285         | 5,013                | 99.88                     |
| Oct 19 | 16.65 | 16.65 | 9.05  | 10.40 | 7,931         | 131           | 92,563         | 7,678                | 96.81                     |
| Nov 19 | 10.40 | 18.69 | 10.40 | 17.85 | 6,478         | 105           | 91,831         | 6,329                | 97.70                     |
| Dec 19 | 17.80 | 17.80 | 16.20 | 16.50 | 971           | 31            | 16,464         | 941                  | 96.91                     |
| Jan 20 | 16.20 | 16.80 | 16.00 | 16.60 | 17,144        | 66            | 2,81,394       | 17,144               | 100.00                    |
| Feb 20 | 16.30 | 16.50 | 16.25 | 16.50 | 10,035        | 33            | 1,64,120       | 10,035               | 100.00                    |
| Mar 20 | 16.50 | 16.50 | 12.80 | 12.80 | 4,377         | 39            | 68,313         | 4,377                | 100.00                    |

k). **Compliance officer:** Mr. Lokesh Mundra, Company Secretary is the Compliance officer. Investor Correspondence should be addressed to:

**Company Secretary**

A Infrastructure Limited

P.O. Hamirgarh, Distt. Bhilwara, Rajasthan - 311 025

Telephone No. 01482 -286102, 286107 Fax- No.01482- 286104

Email: [lokesh.m@kanoria.org](mailto:lokesh.m@kanoria.org).

l). **Share Transfer System:**

Presently, the share transfers received in physical form are processed and the share certificates returned with in a period of 15 days from the date of receipt subject to the documents being valid and complete in all respects.

m) **Details of RTA**

: Beetal Financial & Computer Services Pvt Ltd  
Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, behind  
Local Shopping Complex, New Delhi-110062  
Tel: 011-29961281, 29961284

n) **Details of Cost Auditor**

: Vivek Laddha & Associates  
47A, Behind Patanjali Store  
Opp Ganesh Mandir, Bhilwara, Rajasthan

o) **Plants location:**

|   |  |
|---|--|
| 1. P.O. Hamirgarh,<br>Distt. Bhilwara Rajasthan 311025<br>Telephone No. 01482-286102, 286107<br>Fax- 01482- 286104<br>Email: <a href="mailto:cs@kanoria.org">cs@kanoria.org</a> | 2. Digvijay Nagar, Ranip<br>Ahmedabad, Gujarat<br>Telephone No. 079 -27524830<br>Fax No. 079-27524519<br>Email: <a href="mailto:ahmedabad@kanoria.org">ahmedabad@kanoria.org</a> |
|---|--|

p) **Distribution of shareholding as on March 31, 2020:**

| No. of equity Shares | No. of Shareholders | % of shareholders | No. of shares held | % of shareholding |
|----------------------|---------------------|-------------------|--------------------|-------------------|
| Up to 5000           | 1777                | 86.10             | 654509             | 1.53              |
| 5001 to 10000        | 163                 | 7.90              | 276391             | 0.65              |
| 10001 to 20000       | 68                  | 3.30              | 234170             | 0.55              |
| 20001 to 30000       | 18                  | 0.87              | 96100              | 0.22              |
| 30001 to 40000       | 9                   | 0.43              | 62661              | 0.15              |
| 40001 to 50000       | 5                   | 0.24              | 46600              | 0.11              |
| 50001 to 100000      | 6                   | 0.29              | 94288              | 0.22              |
| 100001 and above     | 18                  | 0.87              | 41180981           | 96.57             |
| <b>GRAND TOTAL</b>   | <b>2064</b>         | <b>100.00</b>     | <b>42645700</b>    | <b>100.00</b>     |

FOR AND ON THE BEHALF OF BOARD OF DIRECTORS

Date : 21<sup>st</sup> August, 2020  
Place : New Delhi

Sd/-  
**Kuldeep Kaw**  
Director  
DIN: 07882201



**SECRETARIAL AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

THE MEMBERS OF  
**A INFRASTRUCTURE LIMITED**

We have examined the compliance of conditions of Corporate Governance by A Infrastructure Limited for the year ended on 31<sup>st</sup> March 2020 as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Anil Somani & Associates**  
Company Secretaries

**Sd/-**  
**CS Anil Kumar Somani**

ACS: 36055  
COP:13379

Date : 21<sup>st</sup> August, 2020  
Place : Bhilwara

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**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).**

To  
The Members,  
A Infrastructure Limited

As required by item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 we certify that none of the directors on the board of A Infrastructure Limited have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

For **Anil Somani & Associates**  
Company Secretaries

**Sd/-**  
**CS Anil Kumar Somani**

ACS: 36055  
COP:13379  
UDIN: A036055B000595053

Date : 21<sup>st</sup> August, 2020  
Place : Bhilwara

**MANAGING DIRECTOR AND CFO CERTIFICATE TO THE BOARD PURSUANT TO  
REGULATION 17(8) OF THE LISTING REGULATIONS**

To  
The Board of Directors,  
**A Infrastructure Limited**

We, Kuldeep Kaw, Whole Time Director and Shyam Behari Vijay, Chief Financial Officer, to the best of our knowledge and belief, hereby certify that:

- A. We have reviewed the financial statements including the cash flow statement for the financial year ended 31<sup>st</sup> March, 2020 and that these statements:
- i. do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
  - ii. together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- B. There are no transactions entered into by the Company during the year, which are fraudulent, illegal or violate the Company's Code of Business Conduct and Ethics.
- C. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to address these deficiencies.
- D. We have disclosed, wherever applicable, to the auditors and the Audit Committee:
- i. That there were no deficiencies in the design or operations of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data including any corrective actions;
  - ii. that there are no material weaknesses in the internal controls over financial reporting;
  - iii. that there are no significant changes in internal control over financial reporting during the year;
  - iv. all significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
  - v. that there are no instances of significant fraud of which we have become aware of and involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **A INFRASTRUCTURE LIMITED**

Date : 7<sup>th</sup> July, 2020  
Place : New Delhi

**Shyam Behari Vijay**  
Sr. V.P. (Fin.) & CFO

**Kuldeep Kaw**  
Director  
DIN: 07882201

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**DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT BY  
THE BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

This is to confirm that the Company has adopted the Code of Conduct for its Board Members and Senior Management Personnel.

We confirm that the Company has, in respect of the Financial Year ended 31<sup>st</sup> March, 2020, received from the Senior Management Team of the Company and the Members of the Board a Declaration of Compliance with the Code of Conduct as applicable to them.

We hereby declare that all the members of the Board of Directors and Senior Management Personnel have confirmed compliance with the code of conduct as adopted by the Company.

We further state that to the best of our knowledge and belief, there are no transactions entered into by the company during the year, which are fraudulent, illegal or volatile of the Company's code of conduct.

For **A INFRASTRUCTURE LIMITED**

Date : 7<sup>th</sup> July, 2020  
Place : New Delhi

**Shyam Behari Vijay**  
Sr. V.P. (Fin.) & CFO

**Kuldeep Kaw**  
Director  
DIN: 07882201

**INDEPENDENT AUDIT REPORT TO THE MEMBERS OF A INFRASTRUCTURE LIMITED**

**Report on the Audit of the Ind AS Financial Statements**

**Opinion**

We have audited the Ind AS financial statements of A Infrastructure Limited (“the Company”), which comprise the balance sheet as at March 31, 2020, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (herein referred to as “financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended (the Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those standards (SAs) are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent Auditor of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the (ICAI’s) Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matter to be communicated in our report.

**Description of Key Audit Matter**

**Revenue recognition (refer note No. 1 (10) to the Financial Statements)**

| Key Audit Matter   | How our audit addressed the Key Audit Matter  |
|--|---|
| <p>Revenue Recognition Revenue from the sale of goods (hereinafter referred to as “Revenue”) is recognised when the Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery.</p> <p>The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred.</p> | <p>Principal Audit Procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <ul style="list-style-type: none"> <li>• Assessing the appropriateness of the Company’s revenue recognition accounting policies in line with Ind AS 115 (“Revenue from Contracts with Customers”) and testing thereof.</li> <li>• Evaluating the integrity of the general information and technology control environment and testing the operating effectiveness of key IT application controls.</li> <li>• Evaluating the design and implementation of Company’s controls in respect of revenue recognition.</li> <li>• Testing the effectiveness of such controls over revenue cut off at year-end.</li> </ul> |

|  |   |
|--|---|
|  | <ul style="list-style-type: none"> <li>• Testing the supporting documents for sales transactions recorded during the period closer to the year end and subsequent to the year end including examination of credit notes issued after year end to determine whether revenue was recognised in the correct period.</li> <li>• Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing.</li> </ul>  |
| Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 116, "Leases"  |   |
| <p>Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognise a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet unless the lease term is 12 months or less or the underlying asset has a low value. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/arrangement. Adoption of the standard involves significant judgements and estimates including determination of the discount rates and the lease term.</p> <p>Additionally, the standard mandates detailed disclosures in respect of transition.</p> <p>As described in Note 13 to the financial statements, the Company has adopted Ind AS 116 Leases (Ind AS 116) in the current year. The application and transition to this accounting standard is complex and is an area of focus in our audit since the Company's has a large number of leases with different contractual terms</p> | <p>Our audit procedures on adoption of Ind AS 116 include:</p> <ul style="list-style-type: none"> <li>• Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116).</li> <li>• Assessed the Company's evaluation on the identification of lease based on the contractual agreements and our knowledge of the business.</li> <li>• Involved our specialists to evaluate the reasonableness of the discount rates applied in determining the lease liabilities</li> <li>• Upon transition as at 1 April 2019: <ul style="list-style-type: none"> <li>Ø Evaluated the method of transition and related adjustments.</li> <li>Ø Tested completeness of the lease data by reconciling the Company's operating lease commitments to data used in computing ROU asset and lease liabilities.</li> </ul> </li> <li>• On a statistical sample, we performed the following procedures: <ul style="list-style-type: none"> <li>Ø Assessed the key terms and conditions of lease with the underlying lease contracts; and</li> <li>Ø Evaluated computation of lease liabilities and challenged the key estimates such as, discount rates and the lease term.</li> </ul> </li> <li>• Assessed and tested the presentation and disclosures relating to Ind AS 116 including disclosures relating to transition.</li> </ul> |

### Emphasis of Matter

We draw attention to note no. 57 of the financial statements which explains the management's assessment regarding the estimated impact of COVID-19 pandemic on the financial statements for the year ended 31st March, 2020. Further, the company will continue to closely monitor any material changes arising from future economic conditions and impact on its business.

Our opinion is not modified in respect of this matter.

### Other Matter

Due to the COVID-19 pandemic, nationwide lockdown and other travel restrictions are imposed by the Government/local administration, hence, the audit processes were carried out electronically by remote access. The necessary records

were made available by the management through digital medium and were accepted as audit evidence while reporting for the current period.

Our opinion is not modified in respect of this matter.

### **Information Other than the Financial Statements and Auditors' Report Thereon**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Financial Statements**

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on April 1, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.



- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at March 31, 2020 on its financial position in its financial statements - Refer Note 44 (i)(a) to the financial statements;
  - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**FOR K. N. GUTGUTIA & CO.**

Chartered Accountants  
Firm Registration Number 304153E

**Sd/-**

**K. C. SHARMA**

Partner

Membership No. 50819

UDIN: 20050819AAAADC9745

Date : 7th July, 2020

Place : New Delhi



**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph I of Report on other legal and Regulatory Requirements' section of our report of even date)**

- I.
  - a) The company has maintained proper records showing full particulars, including quantitative details and situations of Property, Plant and Equipments.
  - b) The Property, Plant and Equipments were physically verified during the year by the management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all Property, Plant and Equipments at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us and the record examined by us and based on the examination of the registered sale deed/transfer deed/conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of buildings which are free hold, are held in the name of the company as at the balance sheet date.
- II. As explained to us, inventories were physically verified during the year by the management at reasonable intervals, except for inventories lying with third parties where confirmations of inventories held by such third parties have been received and no material discrepancies were noticed on physical verification.
- III.
  - a) The Company has granted unsecured loans to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the companies Act 2013, which is not prejudicial to the interest of the company.
  - b) The schedule of repayment of principal and interest of the above loan has been stipulated and the company is regular in receipt of the same.
  - d) There is no amount overdue of more than 90 days in respect of recovery of principal and interest of the above loan.
- IV. In our opinion and according to the information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Companies act 2013 in respect of making loans, investments and guarantees as applicable.
- V. The company has not accepted any deposit from public under Section 73 to 76 and any other relevant at provisions of the Companies Act, 2013 during the year. Therefore, the provisions of clause (v) of the Companies (Auditor Report) Order 2016 is not applicable.
- VI. According to the information and explanations given to us, in our opinion the company has , prima facie, made and maintained the prescribed cost records pursuant to the companies (Cost Records and Audit) Rules, 2015 as amended and prescribed by the central government under section (1) of section 148 of the Companies Act, 2013.  
We have however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- VII. According to the information and explanation given to us in respect of statutory dues:
  - a) The company has generally been regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, customs duty, excise duty, value added tax, Goods and Service tax, Cess and any other material statutory dues applicable to it with the appropriate authorities.
  - b) There were no undisputed amount payable in respect of provident fund, employees state insurance, income tax, sales tax, service tax, customs duty, excise duty, value added tax, Goods and Service tax, Cess and any other material statutory dues in arrears, as at 31<sup>st</sup> March, 2020 for a period of more than six months from the date they became payable.
  - c) Details of dues of income tax, sales tax, service tax customs duty, goods and service tax and excise duty which have not been deposited as on 31<sup>st</sup> March, 2020 on account of disputes. **(Refer Annexure -C)**

- VIII. In our opinion and according to the information and explanations given to us, the company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government. The company has not issued any debentures.
- IX. In our opinion and according to the information and explanations given to us, the term loans have been applied by the company for the purposes for which they were raised. The company has not raised monies by way of initial public offer or further public offer (including debt instruments).
- X. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud by the company and fraud on the company by its officers or employees has been noticed or reported during the course of audit.
- XI. The managerial remuneration has been paid or provided by the company in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.
- XII. The company is not a Nidhi company and hence reporting under clause (xii) of the Companies (Auditors Report) Order, 2016 is not applicable.
- XIII. In our opinion and according to the information and explanations given to us, the company is in compliance with section 177 and 188 of the Companies Act 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc, as required by the applicable accounting standards.
- XIV. During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence Clause XV of the Companies (Auditor's Report) Order 2016 is not applicable.
- XV. During the year, the company has not entered into any non cash transactions with its directors or persons connected with him and so clause (xv) of the Companies (Auditors Report) Order, 2016 is not applicable.
- XVI. The company is not a non-banking financial company and hence the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Date : 7th July, 2020  
Place : New Delhi

**FOR K. N. GUTGUTIA & CO.**  
Chartered Accountants  
Firm Registration Number 304153E

**Sd/-**  
**K. C. SHARMA**  
Partner  
Membership No. 50819  
UDIN: 20050819AAAADC9745

## “ANNEXURE B”

**ANNEXURE TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF A INFRASTRUCTURE LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the Internal Financial Controls over financial reporting of **A Infrastructure Limited** (“the Company”) as of March 31, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the Ind AS financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR K. N. GUTGUTIA & CO.**  
Chartered Accountants  
Firm Registration Number 304153E

Date : 7th July, 2020  
Place : New Delhi

**Sd/-**  
**K. C. SHARMA**  
Partner  
Membership No. 50819  
UDIN: 20050819AAAADC9745

**ANNEXURE - C**  
**FOR F.Y. 2019-20**

(₹ in Lakhs)

| <b>Nature of Dues</b> | <b>Amount</b>   | <b>Period to which the amount relates</b> | <b>Authority where the dispute is pending</b> |
|-----------------------|-----------------|---|---|
| Excise Duty           | 1,102.00        | December 2003 to March 2006               | CESTAT, New Delhi                             |
| Service Tax           | 134.95          | 2013-2014                                 | CESTAT, New Delhi (ahmedabad office)          |
| Service Tax           | 25.57           | April 2011 to March 2015                  | CESTAT, New Delhi                             |
| Work Contract Tax     | 34.60           | 2004-2005                                 | Gujarat VAT Tribunal, Ahmedabad               |
| Work Contract Tax     | 95.27           | 2005-2006                                 | Gujarat VAT Tribunal, Ahmedabad               |
| <b>Total</b>          | <b>1,392.39</b> |   |   |

\*Net of Tax deposited including the payment which will be made before filling of the Return of Income

**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2020**

(₹ in Lakhs)

| Particulars   | Note No. | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 |
|---|----------|------------------------------------|------------------------------------|
| <b>I ASSETS</b>   |          |                                    |                                    |
| <b>1 Non-current assets</b>   |          |                                    |                                    |
| (a) Property, Plant & Equipment   |          |                                    |                                    |
| (i) Tangible Asset  | 2        | 3,662.85                           | 3,858.45                           |
| (ii) ROU Asset  | 3        | 350.64                             | -                                  |
| (c) Capital work-in-progress  | 4        | 4,467.43                           | 4,184.89                           |
| (d) Intangible assets   | 5        | 0.10                               | 0.42                               |
| (e) Financial Assets  |          |                                    |                                    |
| (i) Investments   | 6        | 15.05                              | 26.84                              |
| (ii) Others   | 7        | 335.08                             | 284.00                             |
| (f) Other non-current assets  | 8        | 458.96                             | 453.54                             |
| <b>2 Current assets</b>   |          |                                    |                                    |
| (a) Inventories   | 9        | 6,955.60                           | 6,800.12                           |
| (b) Financial Assets  |          |                                    |                                    |
| (i) Trade Receivables   | 10       | 1,607.12                           | 1,785.97                           |
| (ii) Cash and Cash Equivalents  | 11       | 118.92                             | 210.23                             |
| (iii) Bank balances other than (ii) above                                     | 12       | 301.57                             | 370.84                             |
| (iv) Loans  | 13       | 2,791.18                           | 3,235.44                           |
| (v) Others  | 14       | 112.20                             | 95.02                              |
| (c) Other current assets  | 15       | 200.63                             | 195.66                             |
| <b>TOTAL</b>  |          | <b>21,377.33</b>                   | <b>21,501.42</b>                   |
| <b>II EQUITY AND LIABILITIES</b>  |          |                                    |                                    |
| <b>1 EQUITY</b>   |          |                                    |                                    |
| (a) Equity Share Capital  | 16       | 2,132.29                           | 2,132.29                           |
| (b) Other Equity  | 17       | 3,383.71                           | 3,065.54                           |
| <b>2 LIABILITIES</b>  |          |                                    |                                    |
| <b>2.1 Non-current Liabilities</b>  |          |                                    |                                    |
| (a) Financial Liabilities   |          |                                    |                                    |
| (i) Borrowings  | 18       | 3,868.09                           | 3,404.23                           |
| (ii) Lease Liability  | 19       | 235.66                             | -                                  |
| (iii) Other Financial Liabilities   | 20       | 1,036.65                           | 1,270.24                           |
| (b) Deferred Tax Liabilities (Net)  | 21       | 340.93                             | 403.46                             |
| (c) Provisions  | 22       | 557.43                             | 544.35                             |
| <b>2.2 Current Liabilities</b>  |          |                                    |                                    |
| (a) Financial Liabilities   |          |                                    |                                    |
| (i) Borrowings  | 23       | 4,294.31                           | 4,583.00                           |
| (ii) Lease Liability  | 24       | 24.53                              | -                                  |
| (iii) Trade Payables:   |          |                                    |                                    |
| a) Total outstanding dues of Micro and Small Enterprises                      | 25       | 19.79                              | 10.32                              |
| b) Total outstanding dues of creditors other than Micro and Small Enterprises | 25       | 1,809.75                           | 3,353.43                           |
| (iv) Other Financial Liabilities  | 26       | 2,758.34                           | 1,571.34                           |
| (b) Other Current Liabilities   | 27       | 581.53                             | 797.28                             |
| (c) Provisions  | 28       | 300.65                             | 271.28                             |
| (d) Current Tax Liabilities (Net)   | 29       | 33.67                              | 94.66                              |
| <b>TOTAL</b>  |          | <b>21,377.33</b>                   | <b>21,501.42</b>                   |
| Significant Accounting Policies   | 1        |                                    |                                    |
| The notes forming integral part of the financial statements                   | 2-58     |                                    |                                    |

As per our Report of even date attached

FOR AND ON BEHALF OF BOARD OF DIRECTORS

**For K.N. GUTGUTIA & CO.**  
 Firm Registration No. 304153E  
 Chartered Accountants

 Sd/-  
 K.C.Sharma  
**Partner**  
 M.No. 050819

 Sd/-  
 Munna Lal Goyal  
**Director**  
 DIN : 01427276

 Sd/-  
 Kuldeep Kaw  
**Director**  
 DIN : 07882201

 New Delhi  
 7th July, 2020

 Sd/-  
 Shyam Behari Vijay  
**Chief Financial Officer**

 Sd/-  
 Lokesh Mundra  
**Company Secretary**

 Sd/-  
 Rajiv Lal Adya  
**President**

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> March, 2020

(₹ in Lakhs)

| Particulars |  | Note No. | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|-------------|--|----------|--|--|
| I           | Revenue from operations (gross)  | 30       | 24,858.20                                  | 25,525.96                                  |
| II          | Other Income   | 31       | 20.73                                      | 509.39                                     |
| III         | Total Revenue (I + II)   |          | <u>24,878.93</u>                           | <u>26,035.35</u>                           |
| IV          | Expenses   |          |  |  |
|             | Cost of materials consumed   | 32       | 11,325.89                                  | 11,706.10                                  |
|             | Purchases of Stock-in-Trade  | 33       | 2,100.86                                   | 1,831.10                                   |
|             | Changes in inventories of finished goods,<br>work-in-progress and stock-in-trade | 34       | (170.39)                                   | (322.86)                                   |
|             | Employee benefits expenses   | 35       | 2,183.53                                   | 2,160.12                                   |
|             | Finance costs  | 36       | 863.68                                     | 852.93                                     |
|             | Depreciation and amortization expenses   | 2        | 305.45                                     | 274.65                                     |
|             | Other Expenses   | 37       | 7,854.65                                   | 8,568.74                                   |
|             | Total expenses   |          | <u>24,463.67</u>                           | <u>25,070.78</u>                           |
| V           | Profit before exceptional items and tax (III-IV)                                 |          | 415.26                                     | 964.57                                     |
| VI          | Exceptional items  |          | -  | -  |
| VII         | Profit/(Loss) before tax from continuing operations (V-VI)                       |          | <u>415.26</u>                              | <u>964.57</u>                              |
| VIII        | Tax expenses   |          |  |  |
|             | (1) Current tax  |          | 114.45                                     | 232.47                                     |
|             | (2) Deferred tax   |          | (67.17)                                    | (110.94)                                   |
|             | (3) Tax in respect of earlier years  |          | 0.50                                       | 0.06                                       |
|             | Total Tax expenses   |          | <u>47.78</u>                               | <u>121.59</u>                              |
| IX          | Profit/(Loss) for the year (VII-VIII)  |          | <u>367.48</u>                              | <u>842.98</u>                              |
| X           | Other Comprehensive Income   |          |  |  |
|             | A. Item that will not be reclassified to Profit or Loss                          |          |  |  |
|             | (i) Remeasurment of defined benefit plan   |          | 18.46                                      | 46.18                                      |
|             | – Tax relating Remeasurment of defined benefit plan                              |          | (4.65)                                     | (12.85)                                    |
|             | (ii) Gain on Fair Value Measurements of Equity Instruments                       |          | (11.79)                                    | 0.59                                       |
|             | – Tax relating to Gain on Fair Value Measurements of<br>Equity Instruments       |          | -  | (0.12)                                     |
|             | B. Item that will be reclassified to Profit or Loss                              |          | -  | -  |
|             | Total Other Comprehensive Income   |          | <u>2.02</u>                                | <u>33.80</u>                               |
| XI          | Total Comprehensive Income for the Period (IX+X)                                 |          | <u>369.50</u>                              | <u>876.78</u>                              |
| XII         | Earnings per equity share of Rs. 5 each  |          |  |  |
|             | (1) Basic EPS  |          | 0.86                                       | 2.05                                       |
|             | (2) Diluted EPS  |          | 0.86                                       | 2.05                                       |
|             | Significant Accounting Policies  | 1        |  |  |
|             | The notes forming integral part of the financial statements                      | 2-58     |  |  |

As per our Report of even date attached

FOR AND ON BEHALF OF BOARD OF DIRECTORS

For K.N. GUTGUTIA &amp; CO.

Firm Registration No. 304153E

Chartered Accountants

Sd/-

K.C.Sharma

Partner

M.No. 050819

Sd/-

Munna Lal Goyal

Director

DIN : 01427276

Sd/-

Kuldeep Kaw

Director

DIN : 07882201

Sd/-

Shyam Behari Vijay  
Chief Financial Officer

Sd/-

Lokesh Mundra  
Company Secretary

Sd/-

Rajiv Lall Adya  
PresidentNew Delhi  
7th July, 2020



**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31st MARCH 2020**

(₹ in Lakhs)

| Particulars   | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|---|---------------------------------------|---------------------------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITY</b>                                 |                                       |                                       |
| Profit before tax from continuing operations                                | 415.26                                | 964.57                                |
|   | <u>415.26</u>                         | <u>964.57</u>                         |
| <b>Profit Before Tax</b>  | <b>415.26</b>                         | <b>964.57</b>                         |
| <b><i>Adjustments to reconcile profit before tax to net cash flows:</i></b> |                                       |                                       |
| Depreciation and Impairment of Property, Plant and Equipment                | 305.45                                | 274.65                                |
| Actuarial (Loss)/Gains on Defined Benefit Obligations (Gross Tax)           | 18.46                                 | 46.18                                 |
| Interest on Lease Payment   |                                       |                                       |
| Loss/(Gain) on Fair Valuation of Investment                                 | -                                     | -                                     |
| Loss/(Gain) on Disposal of Property, Plant And Equipment                    | -                                     | (493.46)                              |
| Loss/(Gain) on Sale of Investment   | -                                     | -                                     |
| Dividend Received   | -                                     | (0.04)                                |
| Provision on Doubtful Debts   | 150.00                                | 3.38                                  |
| Finance Costs   | 863.68                                | 852.93                                |
| <b><i>Working capital adjustments:</i></b>                                  |                                       |                                       |
| (Increase)/Decrease in Trade and Other Receivables and Prepayments          | 28.86                                 | 360.45                                |
| (Increase)/Decrease in Bank Balances other than Cash & Cash Equivalents     | 69.28                                 | (23.63)                               |
| (Increase)/Decrease in Inventory  | (155.49)                              | (995.58)                              |
| (Increase)/Decrease in Loans, Advances and Other Assets                     | 365.61                                | 1,340.34                              |
| Increase/(Decrease) in Trade and Other Payables                             | (1,534.22)                            | 1,522.88                              |
| Increase/(Decrease) in Provisions and Other Liabilities                     | 748.10                                | 339.63                                |
|   | <u>1,274.99</u>                       | <u>4,192.30</u>                       |
| Income Tax Paid   | (175.94)                              | (217.86)                              |
| Net Cash Flows From Operating Activities                                    | <u><u>1,099.05</u></u>                | <u><u>3,974.44</u></u>                |
| <b>B. CASH FLOW FROM INVESTING ACTIVITY</b>                                 |                                       |                                       |
| Proceeds From Sale of Property, Plant and Equipment                         | -                                     | 596.22                                |
| Purchase of Property, Plant And Equipment                                   | (183.97)                              | (128.34)                              |
| Proceeds From Sale of Non Current Investment                                | -                                     | 5.43                                  |
| Purchase of Non Current Investment  | -                                     | (5.46)                                |
| Movement In Balance of Capital Work-In-Progress                             | (282.54)                              | (1,660.08)                            |
| Dividend Received   | -                                     | 0.04                                  |
| <b>Net Cash Flows Used In Investing Activities</b>                          | <u><u>(466.51)</u></u>                | <u><u>(1,192.19)</u></u>              |

(₹ in Lakhs)

| Particulars |  | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|-------------|--|---------------------------------------|---------------------------------------|
| <b>C.</b>   | <b>CASH FLOW FROM FINANCING ACTIVITY</b>   |                                       |                                       |
|             | Proceeds From/(Repayment of) Long-Term Borrowings  | 504.30                                | 100.60                                |
|             | Proceeds From/(Repayment of) 5% Redeemable Preference Shares   | -                                     | 71.15                                 |
|             | Proceeds From/(Repayment of) Short-Term Borrowings   | (288.68)                              | (2,018.80)                            |
|             | Finance Cost   | (838.13)                              | (838.12)                              |
|             | Payment of Lease Obligation  | (50.01)                               | (1.08)                                |
|             | Dividends Paid to Equity Holders   | (42.65)                               | (42.65)                               |
|             | Dividend Distribution Tax  | (8.68)                                | (8.68)                                |
|             | <b>Net Cash Flows From/(Used in) Financing Activities</b>  | <b>(723.85)</b>                       | <b>(2,737.58)</b>                     |
|             | <b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>   | <b>(91.31)</b>                        | <b>44.67</b>                          |
|             | <b>Cash and Cash Equivalents at The Beginning of the year</b>  | <b>210.23</b>                         | <b>165.56</b>                         |
|             | <b>Cash and Cash Equivalents at year end</b>   | <b>118.92</b>                         | <b>210.23</b>                         |
| 1.          | The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'. |                                       |                                       |
| 2.          | Amount of cash and cash equivalent balances held by the company that are not available for use by the group.                       |                                       |                                       |

| Particulars | As on<br>31-03-2020 | As on<br>31-03-2019 |
|-------------|---------------------|---------------------|
| Cash        | -                   | -                   |
| Bank        | 7.89                | 6.90                |

As per our Report of even date attached  
**For K.N. GUTGUTIA & CO.**  
 Firm Registration No. 304153E  
 Chartered Accountants

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-  
 K.C.Sharma  
**Partner**  
 M.No. 050819

Sd/-  
 Munna Lal Goyal  
**Director**  
 DIN : 01427276

Sd/-  
 Kuldeep Kaw  
**Director**  
 DIN : 07882201

New Delhi  
 7th July, 2020

Sd/-  
 Shyam Behari Vijay  
**Chief Financial Officer**

Sd/-  
 Lokesh Mundra  
**Company Secretary**

Sd/-  
 Rajiv Lall Adya  
**President**

**STATEMENTS OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**
**A. Equity Share Capital**

 For the year as on 31<sup>st</sup> March 2020

(₹ In Lakhs)

| Balance at the beginning of the reporting period | Changes in equity share capital during the year | Transfer to Other Equity | Balance at the end of the reporting period |
|--|---|--------------------------|--|
| 2,132.29   | -   | -                        | 2,132.29                                   |

 For the year as on 31<sup>st</sup> March 2019

(₹ In Lakhs)

| Balance as at 1st April 2018 | Changes in equity share capital during the year | Transfer to Other Equity | Balance as at 31 <sup>st</sup> March 2019 |
|------------------------------|---|--------------------------|---|
| 1,071.07                     | 1,066.14  | 4.93                     | 2,132.29                                  |

**B. Other Equity**

 For the year as on 31<sup>st</sup> March 2020

(₹ In Lakhs)

| Particulars                                     | Equity component of compound financial instruments | Reserve and surplus        |                 |                   |                 | Equity Instruments through OCI | Total    |
|---|--|----------------------------|-----------------|-------------------|-----------------|--------------------------------|----------|
|   |  | Capital Redemption Reserve | General Reserve | Retained Earnings | Capital Reserve |                                |          |
| Balance as at 1st April 2019                    | 27.15  | -                          | 600.45          | 2,444.65          | 4.93            | (11.64)                        | 3,065.54 |
| Profit for the Year                             | -  | -                          | -               | 367.48            | -               | -                              | 367.48   |
| Other comprehensive income                      | -  | -                          | -               | 13.81             | -               | (11.79)                        | 2.02     |
| Total Comprehensive Income for the Year 2019-20 | 27.15  | -                          | 600.45          | 2,825.94          | 4.93            | (23.43)                        | 3,435.04 |
| Final dividend                                  | -  | -                          | -               | (42.65)           | -               | -                              | (42.65)  |
| Dividend distribution tax on Final Dividend     | -  | -                          | -               | (8.68)            | -               | -                              | (8.68)   |
| Bonus Issue                                     | -  | -                          | -               | -                 | -               | -                              | -        |
| Preference Share Capital Issue                  | -  | -                          | -               | -                 | -               | -                              | -        |
| Transfer from Share Capital                     | -  | -                          | -               | -                 | -               | -                              | -        |
| Transfer to retained earnings                   | -  | -                          | -               | -                 | -               | -                              | -        |
| Balance as at 31st March, 2020                  | 27.15  | -                          | 600.45          | 2,774.61          | 4.93            | (23.43)                        | 3,383.71 |

For the year as on 31<sup>st</sup> March 2019

(₹ In Lakhs)

| Particulars  | Equity component of compound financial instruments | Reserve and surplus        |                 |                   |                 | Equity Instruments through OCI | Total           |
|--|--|----------------------------|-----------------|-------------------|-----------------|--------------------------------|-----------------|
|  |  | Capital Redemption Reserve | General Reserve | Retained Earnings | Capital Reserve |                                |                 |
| Balance as at 1st April 2018                           | -  | 86.70                      | 600.45          | 2,597.92          | -               | (10.92)                        | 3,274.15        |
| Profit for the Year                                    | -  | -                          | -               | 842.98            | -               | -                              | 842.98          |
| Other comprehensive income                             | -  | -                          | -               | 33.33             | -               | 0.47                           | 33.80           |
| <b>Total Comprehensive Income for the Year 2018-19</b> | -  | 86.70                      | 600.45          | 3,474.23          | -               | (10.45)                        | 4,150.93        |
| Final dividend   | -  | -                          | -               | (42.65)           | -               | -                              | (42.65)         |
| Dividend distribution tax on Final Dividend            | -  | -                          | -               | (8.68)            | -               | -                              | (8.68)          |
| Bonus Issue  | -  | (86.70)                    | -               | (979.45)          | -               | -                              | (1,066.15)      |
| Preference Share Capital Issue                         | 27.15  | -                          | -               | -                 | -               | -                              | 27.15           |
| Transfer from Share Capital                            | -  | -                          | -               | -                 | 4.93            | -                              | 4.93            |
| Transfer to retained earnings                          | -  | -                          | -               | 1.20              | -               | (1.19)                         | 0.01            |
| <b>Balance as at 31st March 2019</b>                   | <b>27.15</b>                                       | <b>-</b>                   | <b>600.45</b>   | <b>2,444.65</b>   | <b>4.93</b>     | <b>(11.64)</b>                 | <b>3,065.54</b> |

As per our Report of even date attached  
**For K.N. GUTGUTIA & CO.**  
 Firm Registration No. 304153E  
 Chartered Accountants

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-  
 K.C.Sharma  
**Partner**  
 M.No. 050819

Sd/-  
 Munna Lal Goyal  
**Director**  
 DIN : 01427276

Sd/-  
 Kuldeep Kaw  
**Director**  
 DIN : 07882201

New Delhi  
 7th July, 2020

Sd/-  
 Shyam Behari Vijay  
**Chief Financial Officer**

Sd/-  
 Lokesh Mundra  
**Company Secretary**

Sd/-  
 Rajiv Lal Adya  
**President**

**NOTE : 1 COMPANY INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES****A. Company Information:**

**A INFRASTRUCTURE LIMITED** (the 'Company') is a public limited company domiciled in India and is listed on the Bombay Stock Exchange (BSE). The Company is incorporated on 30th August 1980 and formerly known as 'Shree Pipes Ltd.' The Company is mainly engaged in the business of manufacturing of A.C. Pressure Pipes, Couplings, A.C. Sheet & Moulded Goods and laying & jointing of Asbestos Cement Products.

**B. Basis of Preparation****1. Statement of Compliance**

The financial statements are prepared on accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013 (to the extent applicable), applicable provisions of the Companies Act, 1956.

**2. Basis of measurement/Use of Estimates**

- (i) The Financial Statements are prepared on accrual basis under the historical cost convention except certain financial assets and liabilities that are measured at fair value. The methods used to measure fair values are discussed in notes to financial statements.
- (ii) The preparation of financial statements requires judgments, estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized

**3. New/ Amended Standards adopted by the company:**

The company has applied the following standards and amendments for the first time in their annual reporting period commencing 1<sup>st</sup> April, 2019:

- i) Ind AS 116, Leases.

**4. Functional and presentation currency**

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest Lakhs (upto two decimals), except as stated otherwise.

**C. Significant accounting policies**

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the financial statements.

**1. Current and non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets including deferred tax asset are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or

- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities including deferred tax liability are classified as non-current.

## **2. Property Plant & Equipment**

### **2.1. Initial recognition and measurement**

Items of Property, Plant and Equipment are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are recognized separately.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized.

### **2.2. Subsequent costs**

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in Statement of Profit and Loss as incurred.

### **2.3. Derecognition**

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of Property, Plant and Equipment are determined by comparing the proceeds from disposal with the carrying amount of Property, Plant and Equipment, and are recognized in the Statement of Profit and Loss.

### **2.4. Depreciation/Amortization**

Depreciation is recognized in Statement of Profit and Loss on a Straight-line method basis over the estimated useful lives of each part of an item of Property, Plant and Equipment. Lease hold lands are amortized over the lease term unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

Assets costing up to ₹ 5,000/- are fully depreciated in the year of acquisition.

Depreciation on additions to/deductions from Property, Plant and Equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Where it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably, subsequent expenditure on a Property, Plant and Equipment along-with its unamortized depreciable amount is charged off prospectively over the revised useful life determined by technical assessment.

In circumstance, where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

For charging depreciation falling useful life is considered based on the internal technical assessment by the management or as per Schedule III of Companies Act, 2013.

| <b>TYPE OF ASSETS</b>   | <b>PERIOD</b> |
|-------------------------|---------------|
| Leasehold Land          | Lease period  |
| Building                | 30 Years      |
| Plant & Machinery       | 25 Years      |
| Electric Installation   | 10 years      |
| Laboratory Equipment's  | 10 Years      |
| Computer                | 3 Years       |
| Furniture & Fixtures    | 10 Years      |
| Office Equipment        | 5 years       |
| Vehicles                | 8 Years       |
| Water Line Installation | 25 Years      |

### **3. Capital work-in-progress**

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

### **4. Intangible assets and Intangible Assets under Development**

#### **4.1. Initial recognition and measurement**

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization /depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Expenditure incurred which are eligible for capitalizations under intangible assets are carried as intangible assets under development till they are ready for their intended use.

#### **4.2. Derecognition**

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

#### **4.3. Amortization**

Intangible assets having definite life are amortized on straight line method in their useful lives. Useful life of computer software is estimated at 3 years. If life of any intangible asset is indefinite then it is not amortized and tested for Impairment at the reporting date.

### **5. Borrowing Cost**

Borrowing costs that are directly attributable to the acquisition, construction/exploration/development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. All other borrowing costs are charged to revenue as and when incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization.



**6. Inventories**

Inventories are valued at the lower of cost and net realizable value.

- (i) The cost of raw materials, stores, components at factories are taken at weighted average rate, after providing for obsolescence.
- (ii) The cost of finished goods is determined by taking material, labour and related factory overheads including depreciation on Property, Plant and Equipment. The cost of work in process is taken at material cost and stage-wise overhead cost including depreciation on Property, Plant and Equipment.

Spare parts other than those capitalized as Property, Plant and Equipment are carried as inventory.

The diminution in the value of obsolete, unserviceable and surplus stores & spares is ascertained on review and provided for.

**7. Cash and Cash Equivalent**

Cash and cash equivalent in the Balance Sheet comprises cash at banks, cash in hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

**8. Provisions, contingent liabilities and contingent assets**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgement of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

No contingent asset is recognized but disclosed by way of notes to accounts only when its recognition is virtually certain.

**9. Foreign currency transactions and translation**

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. In situations, when the non-monetary assets/ liabilities are acquired by paying/ receiving foreign currency in advance than the same should be translated at a rate which exists on the date when such advance payment/receipt was made.

**10. Revenue****a) Revenue Recognition**

The company derives revenue primarily from sale of manufactured goods and related services.

Effective 1<sup>st</sup> April, 2018, the company has adopted Indian Accounting Standard 115 (Ind AS 115) – ‘Revenue from Contracts with Customers’ using the cumulative catch-up transaction method, applied to contracts that were not completed as on the transition date i.e. 01<sup>st</sup> April, 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets/ liabilities have not been retrospectively adjusted. The effect on adoption of Ind AS – 115 was insignificant.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration to the company expects to receive in exchange for products or services.

The company recognizes provision for sales return, based on historical results, measured on net basis of the margin of the sale. Therefore, a refund liability, included in other current liabilities, are recognized for the products expected to be refunded.

The company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Revenue in excess of invoicing are classified as contract assets while invoicing in excess of revenues are classified as contract liabilities.

**b) Other Income:**

**i) Interest Income**

For all financial instruments measured at amortized cost and interest-bearing financial assets classified as fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss.

**ii) Dividend**

Dividend Income is recognized when the Company’s right to receive is established which generally occurs when the shareholders approve the dividend.

**iii) Miscellaneous Income**

Other income is recognized in the Statement of Profit and Loss when increase in future economic benefits related to an increase in an asset or a decrease of a liability has arisen that can be measured reliably.

**11. Employee Benefits**

**11.1. Short Term Benefit**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**11.2. Post-Employment benefits**

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). These are of two types:

**11.2.1. Defined contribution plans**

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which company pays a fixed contribution and will have no further obligation.

**11.2.2. Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Company pays Gratuity as per provisions of the Gratuity Act, 1972. Leave Encashment is payable at the end of the employment is also a post employment defined benefit plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the company, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in OCI in the period in which they arise.

**12. Income Taxes**

Income tax expense comprises current and deferred tax. Current tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in OCI or equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current income taxes are recognized under 'Income tax payable' net of payments on account, or under 'Tax receivables' where there is a debit balance.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax is recognized in profit or loss except to the extent that it relates to items recognized directly in OCI or equity, in which case it is recognized in OCI or equity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Minimum Alternative Tax credit (MAT Credit) is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

**13. Leases**

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

#### **14. Impairment of Non-financial Assets**

The carrying amounts of the Company’s non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 ‘Impairment of Assets’. If any such indication exists, then the asset’s recoverable amount (higher of its fair value less costs to disposal and its value in use) is estimated.

An impairment loss is recognized if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognized in Statement of Profit and Loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of goodwill of that CGU, if any and then the assets of the CGU.

Impairment losses recognized in previous years are assessed at each reporting date. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

#### **15. Operating Segments**

In accordance with Ind AS 108 – ‘Operating Segments’, the operating segments used to present segment information are identified on the basis of internal reports used by the Company’s Management to allocate resources to the segments and assess their performance. The Board of Directors is collectively the Company’s ‘Chief Operating Decision Maker’ or ‘CODM’ within the meaning of Ind AS 108. For management purpose company is organized into major operating activity of A.C. Pressure Pipes manufactured in India.

#### **16. Dividends**

Dividends and interim dividends payable to a Company’s shareholders are recognized as changes in equity in the period in which they are approved by the shareholders’ meeting and the Board of Directors respectively.

#### **17. Material Prior Period Errors**

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest prior period presented, the opening balances of assets, liabilities and equity for the earliest prior period presented, are restated.

#### **18. Earnings Per Share**

Basic Earnings per Equity Share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

## 19. Statement of Cash Flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of cash flows.

## 20. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### 20.1. Financial assets

#### Initial recognition and measurement

All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition or issue of the financial asset.

#### Subsequent measurement

##### Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

##### Debt instrument at FVTOCI (Fair Value through OCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

##### Debt instrument at FVTPL (Fair value through profit or loss)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to classify a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

#### Equity investments

All equity investments in entities other than subsidiaries and joint ventures are measured at fair value.

Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However the company may transfer cumulative gain or loss within the equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments in subsidiaries and joint ventures are measured at cost.

#### **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

#### **Impairment of financial assets**

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 18, if they do not contain a significant financing component
- Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 18 that contain a significant financing component, if the Company applies practical expedient to ignore separation of time value of money, and

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

## **20.2. Financial liabilities**

### **Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

### **Subsequent measurement**

Financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction



that are any integral part of the EIR. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

#### **Derivative financial instruments**

The Company uses forwards to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value on the reporting date. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

#### **Hedges that meet the criteria for hedge accounting are accounted for as follows:**

##### **a) Cash flow hedge**

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedge reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction.

##### **b) Fair Value Hedge**

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss.

#### **D. Recent Pronouncements in Indian Accounting Standard:**

Ministry of Corporate Affairs notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

#### **E. Major Estimates made in preparing Financial Statements**

##### **1. Useful life of property, plant and equipment**

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Useful life of the assets other than Plant and machinery are in accordance with Schedule II of the Companies Act, 2013.

The Company reviews at the end of each reporting date the useful life of property, plant and equipment, and is adjusted prospectively, if appropriate.

##### **2. Post-employment benefit plans**

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.



**3. Provisions and contingencies**

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter.

**4. Asset Held for Sale and Discontinued Operations**

Significant judgment is required to apply the accounting of non-current assets held for sale under Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations'. In assessing the applicability, management has exercised judgment to evaluate the availability of the asset for immediate sale, management's commitment for the sale and probability of sale within one year to conclude if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

**Note 2 : PROPERTY, PLANT AND EQUIPMENT**

**As at 31st March, 2020**

**(₹ in Lakhs)**

| Particulars                        | GROSS BLOCK         |                           |                    |                     | DEPRECIATION   |               |                      |                     | NET BLOCK       |                 |
|------------------------------------|---------------------|---------------------------|--------------------|---------------------|----------------|---------------|----------------------|---------------------|-----------------|-----------------|
|                                    | Cost as on 01.04.19 | Additions during the year | Sale/ Adjust-ments | Cost as on 31.03.20 | Up to 31.03.19 | For the Year  | Adjusted in the year | Total Upto 31.03.20 | As on 31.03.20  | As on 31.03.19  |
| Lease hold land & Site Development | 140.82              | -                         | 117.65             | 23.17               | 2.86           | -             | 2.86                 | -                   | 23.17           | 137.96          |
| Free Hold Land                     | 33.15               | 6.83                      | -                  | 39.98               | -              | -             | -                    | -                   | 39.98           | 33.15           |
| Building                           | 1,123.13            | -                         | -                  | 1,123.13            | 144.56         | 52.25         | -                    | 196.81              | 926.32          | 978.56          |
| Plant & Machinery                  | 2,914.11            | 78.06                     | -                  | 2,992.17            | 436.83         | 149.47        | -                    | 586.30              | 2,405.87        | 2,477.28        |
| Laboratory Equipments              | 0.82                | -                         | -                  | 0.82                | 0.29           | -             | -                    | 0.29                | 0.53            | 0.53            |
| Electric Installation              | 151.14              | 0.08                      | -                  | 151.22              | 111.41         | 10.41         | -                    | 121.82              | 29.40           | 39.73           |
| Water Supply Installation          | 8.85                | -                         | -                  | 8.85                | 3.51           | 1.14          | -                    | 4.65                | 4.20            | 5.34            |
| Furniture & Fixtures               | 16.96               | 6.79                      | -                  | 23.75               | 14.47          | 3.28          | -                    | 17.75               | 6.00            | 2.49            |
| Office Equipments                  | 19.75               | 1.26                      | -                  | 21.02               | 5.89           | 8.79          | -                    | 14.68               | 6.34            | 13.87           |
| Computer                           | 18.74               | 18.51                     | -                  | 37.24               | 10.08          | 6.20          | -                    | 16.28               | 20.96           | 8.66            |
| Vehicles                           | 219.27              | 72.44                     | -                  | 291.71              | 58.39          | 33.24         | -                    | 91.63               | 200.08          | 160.88          |
| <b>Total</b>                       | <b>4,646.74</b>     | <b>183.97</b>             | <b>117.65</b>      | <b>4,713.05</b>     | <b>788.29</b>  | <b>264.78</b> | <b>2.86</b>          | <b>1,050.21</b>     | <b>3,662.85</b> | <b>3,858.45</b> |
| <b>Previous Year</b>               | <b>4,635.15</b>     | <b>128.34</b>             | <b>116.75</b>      | <b>4,646.74</b>     | <b>528.72</b>  | <b>273.57</b> | <b>14.00</b>         | <b>788.29</b>       | <b>3,858.45</b> | <b>4,106.43</b> |

**Note -** The amount ₹ 117.65 as an adjustment in land & site development is reclassification of land earlier accounted under finance lease but now reclassified to ROU Asset - Land and corresponding adjustment of amount ₹ 2.86 is the depreciation charged on the aforesaid amount till 31st March, 2019 because of adoption of IND AS 116.

**As at 31st March, 2019**

**(₹ in Lakhs)**

| Particulars                        | GROSS BLOCK         |                           |                    |                     | DEPRECIATION   |               |                      |                     | NET BLOCK       |                 |
|------------------------------------|---------------------|---------------------------|--------------------|---------------------|----------------|---------------|----------------------|---------------------|-----------------|-----------------|
|                                    | Cost as on 01.04.18 | Additions during the year | Sale/ Adjust-ments | Cost as on 31.03.19 | Up to 31.03.18 | For the Year  | Adjusted in the year | Total Upto 31.03.19 | As on 31.03.19  | As on 31.03.18  |
| Lease hold land & Site Development | 140.82              | -                         | -                  | 140.82              | 1.83           | 1.03          | -                    | 2.86                | 137.96          | 138.99          |
| Free Hold Land                     | 129.71              | -                         | 96.56              | 33.15               | -              | -             | -                    | -                   | 33.15           | 129.71          |
| Building                           | 1,123.13            | -                         | -                  | 1,123.13            | 93.14          | 51.42         | -                    | 144.56              | 978.57          | 1,029.99        |
| Plant & Machinery                  | 2,880.31            | 33.80                     | -                  | 2,914.11            | 290.38         | 146.45        | -                    | 436.83              | 2,477.28        | 2,589.93        |
| Laboratory Equipments              | 0.82                | -                         | -                  | 0.82                | 0.20           | 0.09          | -                    | 0.29                | 0.53            | 0.62            |
| Electric Installation              | 151.14              | -                         | -                  | 151.14              | 74.62          | 36.79         | -                    | 111.41              | 39.73           | 76.52           |
| Water Supply Installation          | 8.85                | -                         | -                  | 8.85                | 2.30           | 1.21          | -                    | 3.51                | 5.34            | 6.55            |
| Furniture & Fixtures               | 15.59               | 1.37                      | -                  | 16.96               | 11.13          | 3.34          | -                    | 14.47               | 2.49            | 4.46            |
| Office Equipments                  | 15.46               | 4.29                      | -                  | 19.75               | 2.97           | 2.92          | -                    | 5.89                | 13.86           | 12.49           |
| Computer                           | 13.11               | 5.63                      | -                  | 18.74               | 5.72           | 4.36          | -                    | 10.08               | 8.66            | 7.39            |
| Vehicles                           | 156.21              | 83.25                     | 20.19              | 219.27              | 46.43          | 25.96         | 14.00                | 58.39               | 160.88          | 109.78          |
| <b>Total</b>                       | <b>4,635.15</b>     | <b>128.34</b>             | <b>116.75</b>      | <b>4,646.74</b>     | <b>528.72</b>  | <b>273.57</b> | <b>14.00</b>         | <b>788.29</b>       | <b>3,858.45</b> | <b>4,106.43</b> |
| <b>Previous Year</b>               | <b>4,548.32</b>     | <b>91.83</b>              | <b>5.00</b>        | <b>4,635.15</b>     | <b>272.10</b>  | <b>260.42</b> | <b>3.80</b>          | <b>528.72</b>       | <b>4,106.43</b> | <b>4,276.22</b> |

**Note :** Vehicles having value of ₹ 181.85 Lakhs (P.Y.- ₹ 160.88 Lakhs) are held as security towards Borrowings as specified in Note No. 18.

## A INFRASTRUCTURE LIMITED

### Note 3 : ROU Assets

As at 31st March, 2020

(₹ in Lakhs)

| Particulars          | GROSS BLOCK         |                           |           |                     | DEPRECIATION   |              |                      |                     | NET BLOCK      |                |
|----------------------|---------------------|---------------------------|-----------|---------------------|----------------|--------------|----------------------|---------------------|----------------|----------------|
|                      | Cost as on 01.04.19 | Additions during the year | Deduction | Cost as on 31.03.20 | Up to 31.03.19 | For the Year | Adjusted in the year | Total Upto 31.03.20 | As on 31.03.20 | As on 31.03.19 |
| ROU Asset (Building) | -                   | 276.21                    | -         | 276.21              | -              | 39.30        | -                    | 39.30               | 236.91         | -              |
| ROU Asset (Land)     | -                   | 117.65                    | -         | 117.65              | 2.86           | 1.06         | -                    | 3.92                | 113.73         | -              |
| <b>Total</b>         | -                   | <b>393.86</b>             | -         | <b>393.86</b>       | <b>2.86</b>    | <b>40.36</b> | -                    | <b>43.22</b>        | <b>350.64</b>  | -              |

### Note 4 : CAPITAL WORK IN PROGRESS

As at 31st March, 2020

(₹ in Lakhs)

| Particulars                            | Opening Balance | Additions     | Deductions/ Adjustments | Capitalised | Closing Balance |
|--|-----------------|---------------|-------------------------|-------------|-----------------|
| CWIP Flat                              | 2,681.28        | 109.20        | 5.64                    | -           | 2,784.84        |
| CWIP - Intangible assets               | -               | 16.02         | -                       | -           | 16.02           |
| Capital Advance for Distillery Project | 1,503.61        | 162.96        | -                       | -           | 1,666.57        |
| <b>Total</b>                           | <b>4,184.89</b> | <b>288.18</b> | <b>5.64</b>             | -           | <b>4,467.43</b> |

As at 31st March, 2019

(₹ in Lakhs)

| Particulars                            | Opening Balance | Additions       | Deductions/ Adjustments | Capitalised | Closing Balance |
|--|-----------------|-----------------|-------------------------|-------------|-----------------|
| CWIP Flat                              | 2,524.81        | 156.47          | -                       | -           | 2,681.28        |
| Capital Advance for Distillery Project | -               | 1,503.61        | -                       | -           | 1,503.61        |
| <b>Total</b>                           | <b>2,524.81</b> | <b>1,660.08</b> | -                       | -           | <b>4,184.89</b> |

### Note 5 : INTANGIBLE ASSET

As at 31st March, 2020

(₹ in Lakhs)

| Particulars       | GROSS BLOCK         |                           |                   |                     | DEPRECIATION   |              |                      |                     | NET BLOCK      |                |
|-------------------|---------------------|---------------------------|-------------------|---------------------|----------------|--------------|----------------------|---------------------|----------------|----------------|
|                   | Cost as on 01.04.19 | Additions during the year | Sale/ Adjustments | Cost as on 31.03.20 | Up to 31.03.19 | For the Year | Adjusted in the year | Total Upto 31.03.20 | As on 31.03.20 | As on 31.03.19 |
| Intangible Assets | 4.22                | -                         | -                 | 4.22                | 3.80           | 0.32         | -                    | 4.12                | 0.10           | 0.42           |
| <b>Total</b>      | <b>4.22</b>         | <b>-</b>                  | <b>-</b>          | <b>4.22</b>         | <b>3.80</b>    | <b>0.32</b>  | <b>-</b>             | <b>4.12</b>         | <b>0.10</b>    | <b>0.42</b>    |

As at 31st March, 2019

(₹ in Lakhs)

| Particulars       | GROSS BLOCK         |                           |                   |                     | DEPRECIATION   |              |                      |                     | NET BLOCK      |                |
|-------------------|---------------------|---------------------------|-------------------|---------------------|----------------|--------------|----------------------|---------------------|----------------|----------------|
|                   | Cost as on 01.04.18 | Additions during the year | Sale/ Adjustments | Cost as on 31.03.19 | Up to 31.03.18 | For the Year | Adjusted in the year | Total Upto 31.03.19 | As on 31.03.19 | As on 31.03.18 |
| Intangible Assets | 4.22                | -                         | -                 | 4.22                | 2.72           | 1.08         | -                    | 3.80                | 0.42           | 1.50           |
| <b>Total</b>      | <b>4.22</b>         | <b>-</b>                  | <b>-</b>          | <b>4.22</b>         | <b>2.72</b>    | <b>1.08</b>  | <b>-</b>             | <b>3.80</b>         | <b>0.42</b>    | <b>1.50</b>    |

**FINANCIAL ASSETS****Note 6 - NON-CURRENT FINANCIAL ASSETS - INVESTMENT****(₹ in Lakhs)**

| <b>Particulars</b>   | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|--|--|--|
| <b>Non-Trade Investments<br/>(Unquoted)</b>  |  |  |
| <b>Investment in Equity Shares</b>   |  |  |
| Chiraj Stock & Securities Pvt.Ltd.   | 9.00   | 9.00   |
| (30,000 Equity Shares of ₹ 10/- each and 6000 Equity Shares of ₹ 100/- each)                       |  |  |
| <b>(Quoted)</b>  |  |  |
| <b>Investment in Equity Shares (measured at fair value through other<br/>comprehensive income)</b> |  |  |
| 18,700 (P.Y.- 18,700) Equity Shares of ₹ 2/- each fully paid-up in Punjab National Bank            | 6.05   | 17.84  |
| <b>Total</b>   | <b>15.05</b>                                 | <b>26.84</b>                                 |

Investment has been valued as per accounting policy no. 20 (Notes 1)

**Note 7 - OTHER NON-CURRENT FINANCIAL ASSETS****(₹ in Lakhs)**

| <b>Particulars</b>         | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|----------------------------|--|--|
| <b>Security Deposits</b>   |  |  |
| Unsecured, considered good | 261.02                                       | 210.04                                       |
| Others                     | 74.06  | 73.96  |
| <b>Total</b>               | <b>335.08</b>                                | <b>284.00</b>                                |

**Note 8 - OTHER NON-CURRENT ASSETS****(₹ in Lakhs)**

| <b>Particulars</b>                        | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|---|--|--|
| <b>Unsecured, considered good</b>         |  |  |
| Capital Advances                          | 250.00                                       | 250.00                                       |
| Other Loans and Advances (Refer Note 8.1) | 208.96                                       | 203.54                                       |
| <b>Total</b>                              | <b>458.96</b>                                | <b>453.54</b>                                |

8.1 It includes Sales Tax recoverable and Prepaid expenses etc.

**Note 9 - INVENTORIES****(₹ in Lakhs)**

| <b>Particulars</b>           | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|------------------------------|--|--|
| Raw Materials                | 3,311.04                                     | 3,328.82                                     |
| Work in progress             | 1,675.66                                     | 1,602.81                                     |
| Finished goods               | 1,379.16                                     | 1,384.30                                     |
| Stock-in-trade               | 200.70                                       | 97.37  |
| Stores and spares            | 378.68                                       | 375.81                                       |
| Loose tools                  | 5.19   | 5.19   |
| Scrap/Bardana stock & Others | 5.17   | 5.82   |
| <b>Total</b>                 | <b>6,955.60</b>                              | <b>6,800.12</b>                              |

**9.1 DETAILS OF RAW MATERIALS**

(₹ in Lakhs)

| Particulars    | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|----------------|---------------------------------------|---------------------------------------|
| Asbestos Fibre | 3,231.84                              | 3,272.64                              |
| Cement         | 55.73                                 | 39.05                                 |
| Fly Ash        | 9.49                                  | 6.52                                  |
| Pulp           | 13.98                                 | 10.61                                 |
| <b>Total</b>   | <b>3,311.04</b>                       | <b>3,328.82</b>                       |

**9.2 DETAILS OF WORK IN PROGRESS**

(₹ in Lakhs)

| Particulars       | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|-------------------|---------------------------------------|---------------------------------------|
| A.C.Pressure Pipe | 81.44                                 | 70.92                                 |
| A.C.Sheet         | 1,594.08                              | 1,531.08                              |
| Others            | 0.14                                  | 0.81                                  |
| <b>Total</b>      | <b>1,675.66</b>                       | <b>1,602.81</b>                       |

**9.3 DETAILS OF FINISHED GOODS**

(₹ in Lakhs)

| Particulars       | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|-------------------|---------------------------------------|---------------------------------------|
| A.C.Pressure Pipe | 528.98                                | 672.08                                |
| A.C.Sheet         | 849.20                                | 708.50                                |
| Others            | 0.98                                  | 3.72                                  |
| <b>Total</b>      | <b>1,379.16</b>                       | <b>1,384.30</b>                       |

**9.4 DETAILS OF STOCK-IN-TRADE**

(₹ in Lakhs)

| Particulars       | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|-------------------|---------------------------------------|---------------------------------------|
| A.C.Pressure Pipe | 200.70                                | 97.37                                 |
| Others            | -                                     | -                                     |
| <b>Total</b>      | <b>200.70</b>                         | <b>97.37</b>                          |

For Mode of valuation, refer Note 1

**NOTE 10 - TRADE RECEIVABLE**

(₹ in Lakhs)

| Particulars   | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|---|---------------------------------------|---------------------------------------|
| <b>Trade receivables</b>                              |                                       |                                       |
| Considered Good - Secured                             | 696.57                                | 851.98                                |
| Considered Good - Unsecured                           | 910.55                                | 933.99                                |
| Significant Increase in Credit Risk                   | -                                     | -                                     |
| Credit Impaired                                       | 1.68                                  | 22.65                                 |
| <b>Less:</b> Allowance for doubtful trade receivables | (1.68)                                | (22.65)                               |
| <b>Total</b>  | <b>1,607.12</b>                       | <b>1,785.97</b>                       |

**NOTE 11 - CASH AND CASH EQUIVALENT**

(₹ in Lakhs)

| Particulars                    | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|--------------------------------|---------------------------------------|---------------------------------------|
| Balances with banks            | 15.45                                 | 71.68                                 |
| Cash in hand                   | 16.18                                 | 12.22                                 |
| Deposit with 3 months maturity | 87.29                                 | 126.33                                |
| <b>Total</b>                   | <b>118.92</b>                         | <b>210.23</b>                         |

**NOTE 12 - BALANCES WITH BANK OTHER THAN CASH AND CASH EQUIVALENT**

(₹ in Lakhs)

| Particulars  | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|--|---------------------------------------|---------------------------------------|
| Deposits with original maturity of more than 3 months and maturing within 1 year | 293.68                                | 363.94                                |
| Earmarked balance with bank  | 7.89                                  | 6.90                                  |
| <b>Total</b>   | <b>301.57</b>                         | <b>370.84</b>                         |

**NOTE 13 - LOANS**

(₹ in Lakhs)

| Particulars  | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|--|---------------------------------------|---------------------------------------|
| <b>Loans and advances</b>                                  |                                       |                                       |
| Related parties  | 516.62                                | 532.77                                |
| Others<br>(Related to Licence Agreement, Refer note no.55) | 2,274.56                              | 2,702.67                              |
| <b>Total</b>   | <b>2,791.18</b>                       | <b>3,235.44</b>                       |
| <b>Break Up:</b>   |                                       |                                       |
| Considered Good - Secured                                  | -                                     | -                                     |
| Considered Good - Unsecured                                | 2,791.18                              | 3,235.44                              |
| Significant Increase in Credit Risk                        | -                                     | -                                     |
| Credit Impaired  | -                                     | -                                     |
| <b>Total</b>   | <b>2,791.18</b>                       | <b>3,235.44</b>                       |
| <b>Less: Allowance for doubtful loans</b>                  | -                                     | -                                     |
| <b>Total Loans</b>   | <b>2,791.18</b>                       | <b>3,235.44</b>                       |

**NOTE 14 - OTHER CURRENT FINANCIAL ASSETS**

(₹ in Lakhs)

| Particulars                | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|----------------------------|---------------------------------------|---------------------------------------|
| Workers and Staff Advances | 68.02                                 | 50.94                                 |
| Advance For Expenses       | 29.96                                 | 29.88                                 |
| Others                     | 14.22                                 | 14.20                                 |
| <b>Total</b>               | <b>112.20</b>                         | <b>95.02</b>                          |

**NOTE 15 - OTHER CURRENT ASSETS**

(₹ in Lakhs)

| Particulars   | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|---|---------------------------------------|---------------------------------------|
| Others (Refer Note No 15.1)<br>Unsecured, considered good | 200.63                                | 195.66                                |
| <b>Total</b>  | <b><u>200.63</u></b>                  | <b><u>195.66</u></b>                  |

15.1 It includes GST Receivables, CENVAT receivable, VAT Receivable, Excise, Prepaid Expenses, TDS receivables.

**NOTE 16 - SHARE CAPITAL**

(₹ in Lakhs)

| Particulars   | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|---|---------------------------------------|---------------------------------------|
| <b>Authorised share capital</b>   |                                       |                                       |
| 5,00,00,000 Equity shares of ₹ 5 each (Previous year - 5,00,00,000)                           | 2,500.00                              | 2,500.00                              |
| 11,00,000 (Previous year 11,00,000) Preference shares of ₹ 100 each                           | 1,100.00                              | 1,100.00                              |
|   | <b><u>3,600.00</u></b>                | <b><u>3,600.00</u></b>                |
| <b>Issued share capital</b>   |                                       |                                       |
| 4,26,45,700 Equity shares of ₹ 5 each (P.Y. 4,26,45,700 Equity shares of ₹ 5 each fully paid) | 2,132.29                              | 2,132.29                              |
| <b>Subscribed and paid up share capital</b>   |                                       |                                       |
| 4,26,45,700 Equity shares of ₹ 5 each (P.Y. 4,26,45,700 Equity shares of ₹ 5 each fully paid) | 2,132.29                              | 2,132.29                              |
| <b>Total</b>  | <b><u>2,132.29</u></b>                | <b><u>2,132.29</u></b>                |

**16.1 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

| Name of the Shareholder              | As at 31 <sup>st</sup> March, 2020 |              | As at 31 <sup>st</sup> March, 2019 |              |
|--------------------------------------|------------------------------------|--------------|------------------------------------|--------------|
|                                      | No. of shares held                 | % of Holding | No. of shares held                 | % of Holding |
| Ganga Projects Pvt. Ltd.             | 7,918,040                          | 18.57        | 7,918,040                          | 18.57        |
| B.S.Traders Pvt. Ltd.                | 7,454,200                          | 17.48        | 7,454,200                          | 17.48        |
| Alok Fin Trade Pvt. Ltd.             | 6,452,500                          | 15.13        | 6,452,500                          | 15.13        |
| Anchal Fin Trade Pvt. Ltd.           | 5,540,000                          | 12.99        | 5,540,000                          | 12.99        |
| Nathdwara Fibre Cement Products Ltd. | 4,703,180                          | 11.03        | 4,727,680                          | 11.09        |
| Landmark Dealers Pvt. Ltd.           | 2,400,000                          | 5.63         | 2,400,000                          | 5.63         |

16.2 Preference Share Capital issued by the company are treated as Compound Financial Instruments in terms of Ind AS 32- Financial Instrument: Presentation. Accordingly same is classified as other equity and borrowings. Necessary disclosures are given in note no. 17 & 18

16.3 The Company has only one class of equity shares having a par value of ₹ 5 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.



**Note 17 - OTHER EQUITY****(₹ in Lakhs)**

| <b>Particulars</b>                                | <b>Refer<br/>Note No.</b> | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|---|---------------------------|--|--|
| Capital Redemption Reserve                        | 17.1                      | -  | -  |
| Capital Reserve                                   | 17.2                      | 4.93   | 4.93   |
| Equity Component of Cummulative Preference Shares | 17.3                      | 27.15  | 27.15  |
| General Reserve                                   | 17.4                      | 600.45                                       | 600.45                                       |
| Retained Earnings                                 | 17.5                      | 2,774.61                                     | 2,444.65                                     |
| FVTOCI Reserve                                    | 17.6                      | (23.43)                                      | (11.64)                                      |
| <b>Total</b>                                      |                           | <b><u>3,383.71</u></b>                       | <b><u>3,065.54</u></b>                       |

**17.1 Capital Redemption Reserve****(₹ in Lakhs)**

| <b>Particulars</b>  | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|---|--|--|
| <b>Opening Balance</b>                                    | -  | 86.70  |
| <b>Add : Additions during the year</b>                    | -  | -  |
| <b>Less : Adjustments during the year for Bonus Issue</b> | -  | 86.70  |
| <b>Closing Balance</b>                                    | <b><u>-</u></b>                              | <b><u>-</u></b>                              |

**17.2 Capital Reserve****(₹ in Lakhs)**

| <b>Particulars</b>                         | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|--|--|--|
| <b>Opening balance</b>                     | 4.93   | -  |
| <b>Add: Transfer from Share Forfeiture</b> | -  | 4.93   |
| <b>Less: Adjustments during the year</b>   | -  | -  |
| <b>Closing Balance</b>                     | <b><u>4.93</u></b>                           | <b><u>4.93</u></b>                           |

**17.3 Equity Component of Cummulative Preference Shares****(₹ in Lakhs)**

| <b>Particulars</b>                        | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|---|--|--|
| <b>Opening balance</b>                    | 27.15  | -  |
| <b>Add : Addition during the year</b>     | -  | 27.15  |
| <b>Less : Adjustments during the year</b> | -  | -  |
| <b>Closing Balance</b>                    | <b><u>27.15</u></b>                          | <b><u>27.15</u></b>                          |

**17.4 General Reserve****(₹ in Lakhs)**

| <b>Particulars</b>                        | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|---|--|--|
| <b>Opening Balance</b>                    | 600.45                                       | 600.45                                       |
| <b>Less : Adjustments during the year</b> | -  | -  |
| <b>Closing Balance</b>                    | <b><u>600.45</u></b>                         | <b><u>600.45</u></b>                         |

| <b>17.5 Retained Earnings</b>  |  | <b>(₹ in Lakhs)</b>                          |  |
|--|--|--|--|
| <b>Particulars</b>   | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |  |
| <b>Opening balance</b>   | 2,444.65                                     | 2,597.92                                     |  |
| <b>Add : Net Profit for the year</b>   | 367.48                                       | 842.98                                       |  |
| <b>Add : Transfer from FVTOCI Reserve</b>                                    | -  | 1.20   |  |
| <b>Less : Bonus Shares Issued</b>  | -  | (979.45)                                     |  |
| <b>Less : Equity Dividend</b>  | (42.65)                                      | (42.65)                                      |  |
| <b>Less : Tax on Equity Dividend</b>   | (8.68)                                       | (8.68)                                       |  |
|  | <u>2,760.80</u>                              | <u>2,411.32</u>                              |  |
| Items of other comprehensive income recognised directly in retained earnings |  |  |  |
| Net actuarial gain/(loss) on defined benefit plan, net of tax                | 13.81  | 33.33  |  |
| <b>Closing Balance</b>   | <u><u>2,774.61</u></u>                       | <u><u>2,444.65</u></u>                       |  |

| <b>17.6 FVTOCI Reserve</b>  |  | <b>(₹ in Lakhs)</b>                          |  |
|---|--|--|--|
| <b>Particulars</b>  | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |  |
| <b>Opening balance</b>  | (11.64)                                      | (10.92)                                      |  |
| <b>Add : Gain on Fair Value Measurement of Equity Instruments</b>                 | (11.79)                                      | 0.59   |  |
| <b>Less : Tax on Gain on Fair Value Measurement of equity instruments</b>         | -  | (0.12)                                       |  |
| <b>Less : Gain on Sale of equity instruments transferred to retained earnings</b> | -  | (1.19)                                       |  |
| <b>Closing Balance</b>  | <u><u>(23.43)</u></u>                        | <u><u>(11.64)</u></u>                        |  |

**17.7** The Company has elected to recognise changes in the fair value of equity investments in other comprehensive income. These changes are accumulated within FVTOCI reserve. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised/sold out.

Terms/rights attached to preference shares :

**17.8** During the previous financial year, company had issued 71,150 5% Cumulative Redeemable Preference Shares of ₹ 100/- each.

**17.9** That above shares are to be redeemed within ten years from the date of issue of same at the par value.

**17.10** These shares are in the nature of compound financial instruments. And so they are bifurcated into equity and liability component in accordance with Ind AS 32. Equity component is computed as below:

**Details regarding the previous financial year are as follows :-**

| <b>Particulars</b>   | <b>(₹ in Lakhs)</b> |
|--|---------------------|
| Preference Share Capital (Subscribed and Paid Up)                      | 71.15               |
| Less: Liability Component (Present Value of Contractual Cash Outflows) | 44.00               |
| <b>Equity Component</b>  | <u><u>27.15</u></u> |

**17.11** That above Preference share holders are having preference over payment of dividend to equity share holders.

17.12 Details of Share holders holding more than 5% Cumulative Preference Shares are as under:-

| Name                     | As at 31 <sup>st</sup> March, 2020 |                | As at 31 <sup>st</sup> March, 2019 |                |
|--------------------------|------------------------------------|----------------|------------------------------------|----------------|
|                          | No. of shares held                 | % of Holding   | No. of shares held                 | % of Holding   |
| Smt. Prabha Devi Kanoria | 21,000                             | 29.52%         | 21,000                             | 29.52%         |
| Indra Buildcon Pvt. Ltd. | 50,150                             | 70.48%         | 50,150                             | 70.48%         |
| <b>Total</b>             | <b>71,150</b>                      | <b>100.00%</b> | <b>71,150</b>                      | <b>100.00%</b> |

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares

**Note 18 - NON CURRENT FINANCIAL LIABILITIES - BORROWINGS**

(₹ in Lakhs)

| Particulars   | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 |
|---|------------------------------------|------------------------------------|
| <b>Term loans</b>   |                                    |                                    |
| Secured   |                                    |                                    |
| From banks  | 1,253.81                           | 1,240.20                           |
| From others   | 5.34                               | 7.37                               |
|   | <u>1,259.15</u>                    | <u>1,247.57</u>                    |
| <b>Unsecured</b>  |                                    |                                    |
| From banks  | 1,801.32                           | 1,653.91                           |
| From others   | 267.59                             | 303.11                             |
| Liability Component of Preference Shares (Refer Note 17.10) | 45.93                              | 45.31                              |
|   | <u>2,114.84</u>                    | <u>2,002.33</u>                    |
| Loans and advances from related parties (Refer Note 45)     | 160.81                             | -                                  |
| Other loans and advances                                    | 333.29                             | 154.33                             |
|   | <u>2,608.94</u>                    | <u>2,156.66</u>                    |
| <b>Total</b>  | <b><u>3,868.09</u></b>             | <b><u>3,404.23</u></b>             |

**18.1 Nature of Security**

Term Loan are secured by first charge on specific assets  
Vehicle loans are secured by hypothecation of vehicles.

**18.2 Terms of Repayment**

Term Loan amounting to ₹ 1,570 lakhs and ₹ 399 lakhs repayable in 120 equal monthly installments. Unsecured Term loan amounting to ₹ 2000.00 lakhs repayable in 120 equal monthly installments.  
Vehicle loans are repayable over a period of 1 to 5 years.

**Note 19 - LEASE LIABILITY**

(₹ in Lakhs)

| Particulars                   | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 |
|-------------------------------|------------------------------------|------------------------------------|
| Lease Liability (Non Current) | 235.66                             | -                                  |
| <b>Total</b>                  | <b><u>235.66</u></b>               | <b><u>-</u></b>                    |

\* Amount of finance lease obligation is reclassified to ROU liability due to adoption of IND AS 116

**Note 20 - OTHER NON-CURRENT FINANCIAL LIABILITIES**
**(₹ in Lakhs)**

| Particulars              | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|--------------------------|---------------------------------------|---------------------------------------|
| Finance lease obligation | -                                     | 7.36                                  |
| Others (Refer Note 20.1) | 1,036.65                              | 1,262.88                              |
| <b>Total</b>             | <b><u>1,036.65</u></b>                | <b><u>1,270.24</u></b>                |

\* Amount of finance lease obligation is reclassified to ROU liability due to adoption of IND AS 116

20.1 It include outstanding liabilities, trade and commission payable.

**Note 21 - DEFERRED TAX LIABILITIES (NET)**
**(₹ in Lakhs)**

| Particulars                                   | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|---|---------------------------------------|---------------------------------------|
| <b>Deferred Tax Liability on account of :</b> |                                       |                                       |
| - Depreciation                                | 558.60                                | 629.71                                |
| - Deferred Transaction Cost                   | 0.84                                  | 1.13                                  |
| <b>Deferred Tax Asset on account of :</b>     |                                       |                                       |
| - Other Employee benefits                     | 218.09                                | 226.91                                |
| - Provision for Doubtful Debts                | 0.42                                  | 0.47                                  |
| <b>Deferred Tax Liability/(Assets) (Net)</b>  | <b><u>340.93</u></b>                  | <b><u>403.46</u></b>                  |

\*Deferred tax is not created on loss on fair valuation of equity shares valued through other comprehensive income assuming the loss will not be reversed in future

**Note 22 - NON CURRENT PROVISION**
**(₹ in Lakhs)**

| Particulars                     | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|---------------------------------|---------------------------------------|---------------------------------------|
| Provision for employee benefits | 557.43                                | 544.35                                |
| <b>Total</b>                    | <b><u>557.43</u></b>                  | <b><u>544.35</u></b>                  |

**Note 23 - CURRENT FINANCIAL LIABILITIES - BORROWINGS**
**(₹ in Lakhs)**

| Particulars                      | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|----------------------------------|---------------------------------------|---------------------------------------|
| <b>Secured (Refer Note 23.1)</b> |                                       |                                       |
| Working capital loans from banks | 4,294.31                              | 4,442.05                              |
| Stand by line of credit (SLC)    | -                                     | 140.95                                |
| <b>Total</b>                     | <b><u>4,294.31</u></b>                | <b><u>4,583.00</u></b>                |

23.1 Working capital loans from banks, Bills purchase limit and SLC are secured on first charge by way of hypothecation of raw material, stock-in-progress, finished goods, semi-finished goods, stores, spares and book-debts and other current assets of the company on Pari-Passu basis among consortium banks and second charge on the Property, Plant and Equipment of the company on pari-passu basis among the term lenders..

**Note 24 - LEASE LIABILITY**
**(₹ in Lakhs)**

| Particulars               | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|---------------------------|---------------------------------------|---------------------------------------|
| Lease Liability (Current) | 24.53                                 | -                                     |
| <b>Total</b>              | <b><u>24.53</u></b>                   | <b><u>-</u></b>                       |

**Note 25 - TRADE PAYABLES****(₹ in Lakhs)**

| <b>Particulars</b>                                     | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|--|--|--|
| Micro, Small and Medium Enterprises (Refer Note No.54) | 19.79  | 10.32  |
| Other than Micro, Small and Medium Enterprises         | 1,809.75                                     | 3,353.43                                     |
| <b>Total</b>   | <b><u>1,829.54</u></b>                       | <b><u>3,363.75</u></b>                       |

**Note 26 - OTHER CURRENT FINANCIAL LIABILITIES****(₹ in Lakhs)**

| <b>Particulars</b>                   | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|--------------------------------------|--|--|
| Current maturities of long-term debt | 312.80                                       | 272.36                                       |
| Finance lease obligation             | -  | 1.08   |
| Unpaid Dividends                     | 12.75  | 6.90   |
| Security Deposits                    | 364.34                                       | 357.58                                       |
| Other payables (Refer Note No. 26.1) | 2,068.45                                     | 933.42                                       |
| <b>Total</b>                         | <b><u>2,758.34</u></b>                       | <b><u>1,571.34</u></b>                       |

26.1 It includes outstanding liabilities, commission, bonus, exgratia and salary payable etc.

**Note 27 - OTHER CURRENT LIABILITIES****(₹ in Lakhs)**

| <b>Particulars</b>     | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|------------------------|--|--|
| Statutory dues         | 251.14                                       | 322.04                                       |
| Advance from Customers | 330.39                                       | 475.24                                       |
| <b>Total</b>           | <b><u>581.53</u></b>                         | <b><u>797.28</u></b>                         |

**Note 28 - CURRENT PROVISION****(₹ in Lakhs)**

| <b>Particulars</b>              | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|---------------------------------|--|--|
| Provision for employee benefits | 300.65                                       | 271.28                                       |
| <b>Total</b>                    | <b><u>300.65</u></b>                         | <b><u>271.28</u></b>                         |

**Note 29 - CURRENT TAX LIABILITIES (NET)****(₹ in Lakhs)**

| <b>Particulars</b>       | <b>As at 31<sup>st</sup><br/>March, 2020</b> | <b>As at 31<sup>st</sup><br/>March, 2019</b> |
|--------------------------|--|--|
| Provision for Income Tax | 33.67  | 94.66  |
| <b>Total</b>             | <b><u>33.67</u></b>                          | <b><u>94.66</u></b>                          |

**Note 30 - REVENUE FROM OPERATIONS****(₹ in Lakhs)**

| <b>Particulars</b>       | <b>Year ended<br/>31<sup>st</sup> March, 2020</b> | <b>Year ended<br/>31<sup>st</sup> March, 2019</b> |
|--------------------------|---|---|
| Sale of Products         | 24,817.62   | 25,482.81   |
| Other operating revenues | 40.58   | 43.15   |
| <b>Total</b>             | <b><u>24,858.20</u></b>                           | <b><u>25,525.96</u></b>                           |

**Note 30.1 - Details of Sale of Products**
**(₹ in Lakhs)**

| Particulars       | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|-------------------|--|--|
| A.C.Pressure Pipe | 9,218.82                                   | 8,376.94                                   |
| A.C.Sheet         | 14,995.50                                  | 16,203.24                                  |
| Asbestos Fibre    | 445.17                                     | 811.93                                     |
| Others            | 158.13                                     | 90.70                                      |
| <b>Total</b>      | <b>24,817.62</b>                           | <b>25,482.81</b>                           |

**Note 31 - OTHER INCOME**
**(₹ in Lakhs)**

| Particulars                             | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|---|--|--|
| Miscellaneous Receipts                  | 15.41                                      | 8.74                                       |
| Dividend Income                         | -  | 0.04                                       |
| Excess liability/provision written back | 5.32                                       | 7.15                                       |
| Gain on Sale of Fixed Assets            | -  | 493.46                                     |
| <b>Total</b>                            | <b>20.73</b>                               | <b>509.39</b>                              |

**Note 32 - COST OF MATERIAL CONSUMED**
**(₹ in Lakhs)**

| Particulars                 | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|-----------------------------|--|--|
| Raw Material                |  |  |
| Opening Stock               | 3,328.82                                   | 2,706.44                                   |
| Add : Purchases             | 9,863.57                                   | 13,179.91                                  |
|                             | 13,192.39                                  | 15,886.35                                  |
| Less : Sales/Stock Transfer | 548.35                                     | 851.43                                     |
|                             | 12,644.04                                  | 15,034.92                                  |
| Less : Closing Stock        | 1,318.15                                   | 3,328.82                                   |
| <b>Total</b>                | <b>11,325.89</b>                           | <b>11,706.10</b>                           |

**32.1 Details of Raw Material Consumed**
**(₹ in Lakhs)**

| Particulars         | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|---------------------|--|--|
| Asbestos Fibre      | 7,152.00                                   | 7,492.40                                   |
| Cement              | 3,297.54                                   | 3,263.07                                   |
| Fly Ash             | 610.10                                     | 644.67                                     |
| Pulp                | 266.25                                     | 302.25                                     |
| Semi Finished Pipes | -  | 3.71                                       |
| <b>Total</b>        | <b>11,325.89</b>                           | <b>11,706.10</b>                           |

**Note 33 - PURCHASES OF STOCK-IN-TRADE****(₹ in Lakhs)**

| <b>Particulars</b> | <b>Year ended<br/>31<sup>st</sup> March, 2020</b> | <b>Year ended<br/>31<sup>st</sup> March, 2019</b> |
|--------------------|---|---|
| Asbestos Fibre     | 418.24  | 850.80  |
| Others             | 1,682.62  | 980.30  |
| <b>Total</b>       | <b>2,100.86</b>                                   | <b>1,831.10</b>                                   |

**Note 34 - CHANGES IN INVENTORIES OF FINISHED GOODS,  
WORK-IN-PROGRESS AND STOCK-IN-TRADE****(₹ in Lakhs)**

| <b>Particulars</b>           | <b>Year ended<br/>31<sup>st</sup> March, 2020</b> | <b>Year ended<br/>31<sup>st</sup> March, 2019</b> |
|------------------------------|---|---|
| <b>Opening Stock</b>         |   |   |
| Finished Goods               | 1,384.30  | 1,336.16  |
| Work in Progress             | 1,602.81  | 1,354.04  |
| Scrap/Bardana stock & Others | 103.19  | 77.24   |
| <b>Total (A)</b>             | <b>3,090.30</b>                                   | <b>2,767.44</b>                                   |
| <b>Closing Stock</b>         |   |   |
| Finished goods               | 1,579.86  | 1,384.30  |
| Work in Progress             | 1,675.66  | 1,602.81  |
| Scrap/Bardana stock & Others | 5.17  | 103.19  |
| <b>Total (B)</b>             | <b>3,260.69</b>                                   | <b>3,090.30</b>                                   |
| <b>Total (A-B)</b>           | <b>(170.39)</b>                                   | <b>(322.86)</b>                                   |

**Note 35 - EMPLOYEE BENEFITS EXPENSES****(₹ in Lakhs)**

| <b>Particulars</b>                   | <b>Year ended<br/>31<sup>st</sup> March, 2020</b> | <b>Year ended<br/>31<sup>st</sup> March, 2019</b> |
|--------------------------------------|---|---|
| Salaries, Wages, Bonus etc.          | 1,739.06  | 1,833.58  |
| Contribution to Provident Fund & ESI | 184.92  | 185.82  |
| Staff Welfare Expenses               | 259.55  | 140.72  |
| <b>Total</b>                         | <b>2,183.53</b>                                   | <b>2,160.12</b>                                   |

**Note 36 - FINANCE COSTS****(₹ in Lakhs)**

| <b>Particulars</b>                        | <b>Year ended<br/>31<sup>st</sup> March, 2020</b> | <b>Year ended<br/>31<sup>st</sup> March, 2019</b> |
|---|---|---|
| Interest Expense                          | 815.61  | 776.80  |
| Other Borrowing Costs                     | 157.27  | 204.93  |
|   | 972.88  | 981.73  |
| (-): Interest Capitalised during the year | 109.20  | 128.80  |
| <b>Total</b>                              | <b>863.68</b>                                     | <b>852.93</b>                                     |



**Note 37 - OTHER EXPENSES**
**(₹ in Lakhs)**

| Particulars                          | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|--------------------------------------|--|--|
| Rubber Ring/CID Joints consumed      | 141.01                                     | 99.25                                      |
| Stores & Spares consumed             | 265.92                                     | 296.93                                     |
| Power & Fuel                         | 1,617.64                                   | 1,881.17                                   |
| Other Manufacturing Expenses         | 288.09                                     | 283.19                                     |
| Exchange Rate Difference             | 159.05                                     | 105.02                                     |
| Repairs, Maintenance & Replacements  | 763.57                                     | 910.84                                     |
| Rent                                 | 31.24                                      | 48.39                                      |
| Rates & Taxes                        | 10.71                                      | 11.91                                      |
| Electricity & Water Charges          | 17.11                                      | 14.43                                      |
| Insurance Charges                    | 23.19                                      | 22.25                                      |
| Printing & Stationery                | 18.76                                      | 22.92                                      |
| Postage, Telegram, Telephone & Telex | 27.88                                      | 25.52                                      |
| Motor Vehicle running Expenses       | 53.95                                      | 53.63                                      |
| Charity & Donation                   | 2.43                                       | 0.14                                       |
| Fee & Subscription                   | 8.96                                       | 8.61                                       |
| Share Listing Fees                   | -  | 3.33                                       |
| Directors Sitting Fees               | 1.50                                       | 1.30                                       |
| Auditors Remuneration                | 6.07                                       | 5.37                                       |
| Internal Audit fee & Expenses        | 1.17                                       | 3.71                                       |
| Bad debts                            | 150.00                                     | 3.38                                       |
| Legal & Professional Expenses        | 202.90                                     | 180.36                                     |
| Travelling & conveyance Expenses     | 297.34                                     | 246.27                                     |
| Miscellaneous Expenses               | 270.90                                     | 281.10                                     |
| Selling and Distribution Expenses    | 3,442.77                                   | 4,009.72                                   |
| Leave & Licence Fees                 | 50.00                                      | 50.00                                      |
| CSR Expenses                         | 2.49                                       | -  |
| <b>Total</b>                         | <b>7,854.65</b>                            | <b>8,568.74</b>                            |

**37.1 Detail of Repairs, Maintenance & Replacements**
**(₹ in Lakhs)**

| Particulars  | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|--------------|--|--|
| Building     | 50.38                                      | 40.07                                      |
| Machinery    | 635.53                                     | 802.88                                     |
| Other Assets | 77.66                                      | 67.89                                      |
| <b>Total</b> | <b>763.57</b>                              | <b>910.84</b>                              |

**37.2 Detail of Auditors Remuneration**
**(₹ in Lakhs)**

| Particulars            | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|------------------------|--|--|
| Audit fee              | 4.50                                       | 4.00                                       |
| Out of Pocket Expenses | 1.57                                       | 1.37                                       |
| <b>Total</b>           | <b>6.07</b>                                | <b>5.37</b>                                |

**37.3 Detail of Selling and Distribution expenses****(₹ in Lakhs)**

| Particulars                   | Year ended<br>31 <sup>st</sup> March, 2020 | Year ended<br>31 <sup>st</sup> March, 2019 |
|-------------------------------|--|--|
| Freight & forwarding expenses | 2,611.16                                   | 2,696.26                                   |
| Selling Commission            | 110.24                                     | 39.22                                      |
| Sales Promotion expenses      | 23.72                                      | 43.49                                      |
| Advertisement & Publicity     | 135.22                                     | 425.16                                     |
| Breakeges & Misc. deduction   | 396.29                                     | 509.62                                     |
| Others                        | 166.14                                     | 295.97                                     |
| <b>Total</b>                  | <b>3,442.77</b>                            | <b>4,009.72</b>                            |

**Note 38 - DISCLOUSER AS PER IND AS 2 'INVENTORIES'**

Inventory of ₹ 801.58 Lakhs (PY ₹ 858.42 Lakhs) have been recognised as expense. The details are as under:

| Particulars             | As at 31 <sup>st</sup><br>March, 2020 | As at 31 <sup>st</sup><br>March, 2019 |
|-------------------------|---------------------------------------|---------------------------------------|
| Stores & Spares         |                                       |                                       |
| Electrical Material     | 39.68                                 | 58.74                                 |
| Oil & Lubricants        | 20.38                                 | 25.47                                 |
| General Stores Material | 660.25                                | 715.86                                |
| Others                  | 81.27                                 | 58.35                                 |
| <b>Total</b>            | <b>801.58</b>                         | <b>858.42</b>                         |

**Note No. 39 - DISCLOUSER AS PER IND AS 10 'EVENTS OCCURING AFTER BALANCE SHEET'****a) Dividend on Equity Shares****(₹ in Lakhs)**

| Particulars   | 2019-20      | 2018-19      |
|---|--------------|--------------|
| <b>(i) Dividend Declared and paid during the year</b>   |              |              |
| Final dividend for the year ended 31st March, 2019 of ₹ 0.10<br>(31st March 2018- ₹ 0.10) per fully paid equity share | 42.65        | 42.65        |
| Dividend distribution tax on Final Dividend   | 8.68         | 8.68         |
| <b>Total</b>  | <b>51.33</b> | <b>51.33</b> |

**(ii) Dividend not recognised at the end of reporting period**

In addition to the above dividends, at the year end the company's Board of Directors have proposed the payment of 5% dividend on redeemable preference shares and final dividend of ₹ 0.10 per fully paid equity shares (31st March 19 ₹ 0.10) per fully paid equity share. This proposal is subject to the approval of the share holders in Annual General Meeting.

**Note No. 40 - DISCLOSURE AS PER IND AS 12 'INCOME TAX'**
**a) Income Tax Expense**
**i) Income Tax recognised in Statement of Profit & Loss account. (₹ in Lakhs)**

| Particulars  | 31.03.2020     | 31.03.2019      |
|--|----------------|-----------------|
| <b>Current Tax Expenses</b>                        |                |                 |
| Current year                                       | 114.45         | 232.47          |
| Adjustment for earlier year                        | 0.50           | 0.06            |
| <b>Total current Tax expenses</b>                  | <b>114.95</b>  | <b>232.53</b>   |
| <b>Deferred tax expenses</b>                       |                |                 |
| Origination and reversal of temporary difference   | -              | -               |
| Less : Deferred asset for deferred tax liabilities | (67.17)        | (110.94)        |
| <b>Total deferred tax expenses</b>                 | <b>(67.17)</b> | <b>(110.94)</b> |
| <b>Total income tax expenses</b>                   | <b>47.78</b>   | <b>121.59</b>   |

**ii) Income tax recognised in other comprehensive income (₹ in Lakhs)**

| Particulars  | 31.03.2020 |                         |            | 31.03.2019 |                         |            |
|--|------------|-------------------------|------------|------------|-------------------------|------------|
|  | Before tax | Tax expense/<br>Benefit | Net of tax | Before tax | Tax expense/<br>Benefit | Net of tax |
| - Net actuarial gain/(loss) on defined benefit plan  | 18.46      | (4.65)                  | 13.81      | 46.18      | (12.85)                 | 33.33      |
| - Net gain/(loss) on fair value of equity instrument | (11.79)    | -                       | (11.79)    | 0.59       | (0.12)                  | 0.47       |

**(iii) Movement in Deferred tax Asset/ Liability (₹ in Lakhs)**

| Particulars                                      | As at April 1, 2018 | Recognised in P&L A/c | As at March 31, 2019 | Recognised in P&L A/c | As at March 31, 2020 |
|--|---------------------|-----------------------|----------------------|-----------------------|----------------------|
| <b>(A) Deferred tax Assets</b>                   |                     |                       |                      |                       |                      |
| - Provision for Employee benefit and others      | 255.59              | (28.68)               | 226.91               | (8.82)                | 218.09               |
| - Provision of doubtful trade receivables        | -                   | 0.47                  | 0.47                 | (0.04)                | 0.43                 |
| - Provision of doubtful loans                    | -                   | -                     | -                    | -                     | -                    |
| <b>Total (A)</b>                                 | <b>255.59</b>       | <b>(28.21)</b>        | <b>227.38</b>        | <b>(8.86)</b>         | <b>218.52</b>        |
| <b>(B) Deferred Tax Liability</b>                |                     |                       |                      |                       |                      |
| - Impact of temporary difference in depreciation | 764.55              | (134.83)              | 629.71               | (71.10)               | 558.61               |
| - Deferrment of Transaction Cost                 | 5.44                | (4.32)                | 1.13                 | (0.28)                | 0.85                 |
| <b>Total (B)</b>                                 | <b>769.99</b>       | <b>(139.15)</b>       | <b>630.84</b>        | <b>(71.38)</b>        | <b>559.46</b>        |
| <b>Net deferred tax liability/(asset) (B-A)</b>  | <b>514.40</b>       | <b>(110.94)</b>       | <b>403.46</b>        | <b>(62.52)</b>        | <b>340.94</b>        |

## iv) Reconciliation of tax expense and accounting profit multiplied by india's domestic rate

| Particulars   | (₹ in Lakhs) |               |
|---|--------------|---------------|
|   | 31.03.2020   | 31.03.2019    |
| Profit before tax   | 415.26       | 964.57        |
| Tax using the company tax rate of 25.17% (P.Y.- 27.82%)               | 104.53       | 268.34        |
| <b>Tax effect of :</b>  |              |               |
| Non-deductible tax expenses   | 0.23         | 0.04          |
| Tax Rate Difference   | -            | (21.55)       |
| Non-Taxable Item  | -            | (31.85)       |
| Previous year tax liability   | 0.50         | 0.06          |
| Excess Deferred Tax Income due to Tax Rate Difference                 | (57.48)      | (93.45)       |
| Others  | -            | -             |
| <b>Total tax expenses in the Statement of Profit and Loss account</b> | <b>47.78</b> | <b>121.59</b> |

## v) Reconciliation of Deferred tax liabilities (Net)

| Particulars  | (₹ in Lakhs) |          |
|--|--------------|----------|
|  | 2019-20      | 2018-19  |
| <b>Deferred tax liability/ (asset) at the beginning of the year</b>                            | 403.46       | 514.40   |
| Deferred tax (income)/ expenses during the year recognised in the Statement of Profit and Loss | (67.17)      | (110.94) |
| Deferred tax (income)/ expenses during the year recognised in Other Comprehensive Income       | 4.65         | -        |
| Deferred tax liability/ (asset) at the end of the year   | 340.94       | 403.46   |

**Note No. 41 - DISCLOSURE AS PER IND AS 116 'LEASES'**

## Transition

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at an amount equal to the lease liability recognized. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹ 2,76.21 Lakhs and a lease liability of ₹ 2,76.21 Lakhs. The company has reclassified 'Right of Use' asset (Land) of ₹ 2.06 Lakhs from Ind AS 17. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

The following is the summary of practical expedients elected on initial application

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
2. Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
3. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
4. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The difference between the lease obligation recorded as of March 31, 2019 under Ind AS 17 disclosed under Note 25 of annual standalone financial statements forming part of 2019 Annual Report and the value of the lease liability as of April 1, 2019 is primarily on account of inclusion of extension and termination options reasonably certain to be exercised, in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to the present value under Ind AS 116.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 10.15% p.a.

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2020:

| Particulars                                       | Right of Use Assets |      | Total  |
|---|---------------------|------|--------|
|   | Building            | Land |        |
| Balance as at April 1, 2019                       | 276.21              | -    | 276.21 |
| Reclassified on account of adoption of Ind AS 116 | -                   | 2.06 | 2.06   |
| Additions*  | -                   | -    | -      |
| Deletion  | -                   | -    | -      |
| Depreciation                                      | 39.30               | 0.03 | 39.33  |
| Balance as at March 31, 2020                      | 236.91              | 2.03 | 238.94 |

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

The following is the break-up of current and non-current lease liabilities as at 31 March, 2020 (₹ in Lakhs)

| Particulars                           | Amount |
|---------------------------------------|--------|
| Lease liability as on 31, March, 2020 | 260.19 |
| Current Lease Liability               | 24.53  |
| Non Current Lease Liability           | 235.66 |

The following is the movement in lease liabilities during the year ended March 31, 2020: (₹ in Lakhs)

| Particulars                                       | Year ended<br>31 March, 2020 |
|---|------------------------------|
| Balance at the beginning                          | 276.21                       |
| Reclassified on account of adoption of Ind AS 116 | 8.44                         |
| <b>Additions</b>                                  |                              |
| Finance cost accrued during the period            | 25.55                        |
| <b>Deletions</b>                                  |                              |
| Payment of lease liabilities                      | 50.01                        |
| Translation Difference                            | -                            |
| Balance at the end                                | 260.19                       |

Amount Recognised in Profit and Loss (₹ in Lakhs)

| Particulars   | 2019-20 |
|---|---------|
| Interest on lease liabilities   | 25.55   |
| Amortisation  | 39.33   |
| Expenses related to short term leases   | 43.50   |
| Expenses related to leases of low value assets, excluding short term leases of low value assets | 0.44    |

Note No. 42 - DISCLOSURE AS PER IND AS 19 'EMPLOYEE BENEFIT'

**A) Defined contribution plan**

During the year, company has recognised the following amounts in the statement of profit and loss account.

| Particulars                               | (₹ in Lakhs)  |               |
|---|---------------|---------------|
|   | 2019-20       | 2018-19       |
| <b>Benefits (Contributed to)</b>          |               |               |
| Provident fund                            | 146.63        | 140.38        |
| Employee state insurance                  | 36.42         | 45.94         |
| Employees deposit linked insurance scheme | 1.87          | 1.81          |
| <b>Total</b>                              | <b>184.92</b> | <b>188.13</b> |

The amount recognized as expenses for this defined contribution plan in the financial statement is ₹ 184.92 Lakhs (P.Y.- ₹ 188.13 Lakhs) which includes ₹ 12.75 Lakhs (P.Y.- ₹ 13.23 Lakhs) towards contribution for key managerial personnel.

## B) Defined Benefits Plan

### Gratuity

The company has a defined benefit gratuity plan. Every employee who has rendered continuous service of 5 years or more is entitled to gratuity at 15 days salary ( $15/26 \times$  last drawn basic salary plus dearness allowances) for each completed year of five years or more (service of 6 Months and above is rounded off as 1 completed year) subject to maximum of ₹ 20 lakhs on Superannuation, Resignation, Termination, Disablement or on Death.

### Leave Encashment

The company is offering an Other Long term benefits to all its permanent employees through a scheme of compensated absence plan. Under this plan, an employee can accumulate and carry forward his leaves balance in future periods which he can either avail in future or encash the same. The maximum number of leaves entitled to each employees are 30 days per year and there is no ceiling limit on the accumulation. This benefit is entitled to employee based upon the monthly salary last drawn by the employee.

### Reconciliation of opening and closing balances of the present value of the defined benefit obligation :

(₹ in Lakhs)

| Particulars  | Gratuity      |               | Leave Encashment |               |
|--|---------------|---------------|------------------|---------------|
|  | 31.03.2020    | 31.03.2019    | 31.03.2020       | 31.03.2019    |
| <b>Present Value of obligation as at the beginning of the period</b> | <b>499.49</b> | <b>475.30</b> | <b>316.15</b>    | <b>297.73</b> |
| Current service cost   | 37.27         | 35.47         | 22.92            | 24.94         |
| Interest cost  | 36.21         | 35.52         | 26.73            | 22.24         |
| Past Service Cost  | -             | -             | -                | -             |
| Actuarial (gain)/loss  | (3.38)        | (24.16)       | (15.08)          | (22.02)       |
| Benefit paid   | (41.39)       | (22.64)       | (20.84)          | (6.74)        |
| <b>Present value of obligation as at the end of the period</b>       | <b>528.20</b> | <b>499.49</b> | <b>329.88</b>    | <b>316.15</b> |

### Reconciliation of Balance Sheet Figures:

| Particulars   | Gratuity      |               | Leave Encashment |               |
|---|---------------|---------------|------------------|---------------|
|   | 31.03.2020    | 31.03.2019    | 31.03.2020       | 31.03.2019    |
| <b>(Asset)/Liability on the beginning of the period</b> | <b>499.49</b> | <b>475.30</b> | <b>316.15</b>    | <b>297.73</b> |
| Amount recognised in Statement of Profit and Loss A/c   |               |               |                  |               |
| - In Profit & Loss A/c                                  | 73.48         | 70.99         | 34.57            | 47.18         |
| - In Other Comprehensive Income                         | (3.38)        | (24.16)       | -                | (22.02)       |
| Benefits Paid   | (41.39)       | (22.64)       | (20.84)          | (6.74)        |
| <b>(Asset)/Liability on the end of the period</b>       | <b>528.20</b> | <b>499.49</b> | <b>329.88</b>    | <b>316.15</b> |
| Current Liability                                       | 173.85        | 163.17        | 126.81           | 108.12        |
| Non-Current Liability                                   | 354.35        | 336.32        | 203.07           | 208.03        |
| <b>Total</b>  | <b>528.20</b> | <b>499.49</b> | <b>329.88</b>    | <b>316.15</b> |

**Actual Return on Plan Assets**

| Particulars                    | Gratuity   |            | Leave Encashment |            |
|--------------------------------|------------|------------|------------------|------------|
|                                | 31.03.2020 | 31.03.2019 | 31.03.2020       | 31.03.2019 |
| Expected Return on Plan Assets | -          | -          | -                | -          |
| Remeasurements of Plan Assets  | -          | -          | -                | -          |
| Actual Return on Plan Assets   | -          | -          | -                | -          |

**Cost recognized for the period (included under Salaries, Wages, Allowances, Bonus and Gratuity)**

 Expenses recognised in Statement of Profit & Loss A/c: (₹ in Lakhs)

| Particulars  | Gratuity     |              | Leave Encashment |              |
|--|--------------|--------------|------------------|--------------|
|  | 31.03.2020   | 31.03.2019   | 31.03.2020       | 31.03.2019   |
| Current Service Cost   | 37.27        | 35.47        | 26.74            | 24.94        |
| Interest cost  | 36.21        | 35.52        | 22.92            | 22.24        |
| Past Service Cost  | -            | -            | -                | -            |
| Expected return on plan assets                                   | -            | -            | -                | -            |
| <b>Expenses recognised in Statement of Profit &amp; Loss A/c</b> | <b>73.48</b> | <b>70.99</b> | <b>49.66</b>     | <b>47.18</b> |

**Expenses recognised in Other Comprehensive Income:**
(₹ in Lakhs)

| Particulars                                       | Gratuity   |            | Leave Encashment |            |
|---|------------|------------|------------------|------------|
|   | 31.03.2020 | 31.03.2019 | 31.03.2020       | 31.03.2019 |
| Actuarial (gain)/loss                             | (3.38)     | (24.16)    | (15.08)          | (22.02)    |
| Expenses recognised in Other Comprehensive Income | (3.38)     | (24.16)    | (15.08)          | (22.02)    |

**C) Defined benefit obligation**
**I) Actuarial assumption**
**The following were the principal actuarial assumption at the reporting date.**

| Particulars                      | 31.03.2020                   | 31.03.2019                   |
|----------------------------------|------------------------------|------------------------------|
| Discount rate*                   | 6.33%                        | 7.25%                        |
| Expected return on plan assets** | -                            | -                            |
| Annual increase in cost          | -                            | -                            |
| Salary escalation rate***        | 4.00%                        | 4.00%                        |
| Valuation Methodology            | Projected Unit Credit Method | Projected Unit Credit Method |

\* The discount rate of 6.33% p.a compound is assumed which is determined by reference to the market yield at the Balance Sheet Date on Government Bonds.

\*\* The expected rate of return on plan assets is determined considering several applicable factor mainly the composition of plan assets held, assessed risk of assets management and historical return from plan assets.

\*\*\* The estimates of future salary increase considered in actuarial valuation, taking account of inflation, seniority promotion and other relevant factors, such as supply and demand in the employment market



**II) Sensitivity analysis**

Reasonable possible change at the reporting date to one of the relevant actuarial assumption, holding other assumption constant, would have effected the defined benefit obligation by the amount shown below.

(₹ in Lakhs)

| Particulars             | Gratuity<br>31.03.2020 |                        | Leave Encashment<br>31.03.2020 |                        |
|-------------------------|------------------------|------------------------|--------------------------------|------------------------|
|                         | Increase<br>of 100 bps | Decrease<br>of 100 bps | Increase<br>of 100 bps         | Decrease<br>of 100 bps |
| Discount rate           | (19.89)                | 21.77                  | (10.29)                        | 11.21                  |
| Annual increase in cost | -                      | -                      | -                              | -                      |
| Salary escalation rate  | 22.06                  | (20.51)                | 11.36                          | (10.61)                |

**III) Risk exposure**

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -

- Salary Increases - Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- Discount Rate - Reduction in discount rate in subsequent valuations can increase the plan's liability.
- Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

**IV) Expected Cash Flows for the Next Ten Years**

(₹ in Lakhs)

| Particulars         | 31/03/2020<br>Gratuity |
|---------------------|------------------------|
| Year - 2021         | 175.34                 |
| Year - 2022         | 107.52                 |
| Year - 2023         | 89.71                  |
| Year - 2024         | 65.50                  |
| Year - 2025         | 76.49                  |
| Year - 2026 to 2030 | 425.00                 |

**Note No. 43 - Disclosure as per Ind AS- 23 'Borrowing Cost'**

The amount of ₹ 109.20 Lakhs (31st March, 2019 - ₹ 128.80 Lakhs) has been capitalised during the year.

**Note No. 44 - Disclosure as per Ind AS 21 'The Effects of Changes in Foreign Exchange Rates'**

The amount of exchange difference (net) debited to the Statement of Profit & Loss is ₹ 159.05 Lakhs (31st March 2019: ₹ 105.02 Lakhs).

**Note No. 45 - Disclosure as per Ind AS 24 'Related party Disclosures'**
**A) List of related party**

- i) **Key Management Personnel -**
- [a] Shri Sanjay Kumar Kanoria, Managing Director
  - [b] Smt. Priyadarshini Kanoria, Director
  - [c] Shri Kuldeep Kaw, Director
  - [d] Shri Arun Kumar Shishoo, Add. Director
  - [e] Shri S.B.Vijay, Chief Finance Officer
  - [f] Shri Lokesh Mundra, Company Secretary
- ii) **Relatives of the Key Management Personnel -**
- [a] Smt. Prabha Devi Kanoria
  - [b] Shri Anish Kumar Kanoria
- iii) **Enterprises over which Directors and Relatives of such personnel exercise significant influence -**
- [a] Kanoria Sugar and General Manufacturing Company Limited
  - [b] B.S. Traders Private Limited
  - [c] Ganga Projects Private Limited
  - [d] Anchal Fin Tade Pvt. Ltd.
  - [e] Dhoop Chawn Construction & Finance Pvt. Ltd.
  - [f] Ekta Tie- up Private Limited
  - [g] Radha Kesari Spinning Mills Limited
  - [h] Aakruti Investments Limited
  - [i] Indra Buildcon Private Limited
  - [j] Satyatej Investments and Finance Private Limited
  - [k] Alok Fintrade Private Limited
  - [l] Samman Construction & Finance Pvt. Ltd.
  - [m] Tarouni Construction & Finance Pvt. Ltd.
  - [n] Santur Construction & Finance Pvt. Ltd.
  - [o] Sudarshan Services Ltd.
  - [p] Land Mark Dealers Pvt. Ltd.
  - [q] Kanoria Properties Pvt. Ltd.
  - [r] Pratyush Finance & Properties Pvt. Ltd.
- (iv) **Independent Directors**
- [a] Shri Munna Lal Goyal
  - [b] Shri Pradeep Sahani
  - [c] Shri Ram Krishna
  - [d] Shri Nathu Lal Sharma

**B) The following transactions were carried out with the related parties during the year:- (₹ in Lakhs)**

| i) <b>Related Parties / Parties Holding Significant Influence</b> | <b>2019-20</b> | <b>2018-19</b> |
|---|----------------|----------------|
| <b>a) Sale made to Related Parties</b>                            |                |                |
| Kanoria Sugar & Gen. Manufacturing Co. Ltd.                       | -              | 440.82         |
| <b>b) Purchase made from Related Parties</b>                      |                |                |
| Kanoria Sugar & Gen. Manufacturing Co. Ltd.                       | -              | 294.81         |
| <b>c) Loan Given/Repaid to Related Parties</b>                    |                |                |
| Indra Buildcon Pvt. Ltd.  | -              | 47.15          |
| Ekta-Tieup Pvt. Ltd.  | -              | 42.00          |
| Radha Kesari Spinning Mills Ltd.                                  | -              | 22.50          |
| Aakruti Investments Pvt. Ltd.                                     | -              | 11.50          |
|   | <b>2019-20</b> | <b>2018-19</b> |

**d) Loan Received/Payment Received from Related Parties**

|   |        |        |
|---|--------|--------|
| Shri Sanjay Kumar Kanoria                   | 10.00  | -      |
| Smt.'Priyadarshni Kanoria                   | 129.50 | -      |
| Kanoria Properties Pvt. Ltd.                | 3.00   | -      |
| B. S. Traders Pvt. Ltd.                     | -      | 39.29  |
| Kanoria Sugar & Gen. Manufacturing Co. Ltd. | -      | 193.00 |

**e) Interest Paid to Related Parties**

|  |      |      |
|--|------|------|
| Ekta-Tie up Pvt. Ltd.                        | -    | 4.13 |
| Dhoop Chawan Constructions & Finance Pvt Ltd | 1.99 | -    |
| Radha Kesari Spinning Mills Ltd.             | -    | 2.21 |
| Santur Constructions & Finance Pvt Ltd       | 1.86 | -    |
| Aakruti Investments Pvt. Ltd.                | 4.89 | 1.13 |
| Kanoria Properties Pvt. Ltd.                 | 0.12 | -    |
| B. S. Traders Pvt. Ltd.                      | 1.87 | -    |
| Land Mark Dealers Pvt. Ltd.                  | 1.07 | -    |
| Samman Construction & Finance Pvt. Ltd.      | 1.95 | -    |
| Tarouni Construction & Finance Pvt. Ltd.     | 2.03 | -    |
| Alok Fin Trade Pvt. Ltd.                     | 1.13 | -    |
| Anchal Fin Trade Pvt. Ltd.                   | 1.16 | -    |
| Ganga Projects Pvt Ltd                       | 0.69 | -    |
| Indra Buildcon Pvt. Ltd.                     | 1.58 | 4.32 |

**f) Commission Given to Related Parties**

|   |       |   |
|---|-------|---|
| Kanoria Sugar & Gen. Manufacturing Co. Ltd. | 26.65 | - |
|---|-------|---|

**ii) Key Management Personnel (To Managing Director & Whole time Director)**

There is no transaction other than managerial remuneration paid as per terms of appointment duly approved by the shareholders. Following are the details of such managerial remuneration:

| Particulars                    | (₹ in Lakhs)  |               |
|--------------------------------|---------------|---------------|
|                                | 2019-20       | 2018-19       |
| Salaries & Allowances          | 106.29        | 100.36        |
| Contribution to Provident Fund | 12.75         | 12.04         |
| Others- Perquisites Value      | 21.92         | 21.42         |
| <b>Total</b>                   | <b>140.96</b> | <b>133.82</b> |

The above does not include gratuity provision as the same is on overall company basis.

**iii) Independent Directors - Sitting Fees Paid**

| Particulars               | (₹ in Lakhs) |             |
|---------------------------|--------------|-------------|
|                           | 2019-20      | 2018-19     |
| Shri Munna Lal Goyal      | 0.60         | 0.90        |
| Shri Nathu Lal Sharma     | 0.40         | 0.20        |
| Shri Pradeep Kumar Sahani | 0.10         | -           |
| Shri Ram Krishna          | 0.40         | 0.20        |
| <b>Total</b>              | <b>1.50</b>  | <b>1.30</b> |

**c) Outstanding Balance of Related Parties are as follows:**

| Particulars                                    | 3/31/2020 | 3/31/2019 |
|--|-----------|-----------|
| <b>Amount Recoverable from Related Parties</b> |           |           |
| Kanoria Sugar & Gen. Mfg. Co Ltd.              | 516.61    | 516.61    |
| <b>Amount Payable to Related Parties</b>       |           |           |
| Aakruti Investments Pvt. Ltd.                  | 4.40      | -         |
| B.S.Traders Pvt Ltd.                           | 1.68      | -         |
| Land Mark Dealers Pvt. Ltd.                    | 0.96      | -         |
| Santur Constructions Pvt Ltd                   | 1.67      | -         |
| Dhoop Chawan Constructions Pvt Ltd             | 1.79      | -         |
| Samman Construction & Finance Pvt. Ltd.        | 1.75      | -         |
| Smt. Priyadarshini Kanoria                     | 129.50    | -         |
| Shri Sanjay Kumar Kanoria                      | 10.00     | -         |
| Alok Fin Trade Pvt. Ltd.                       | 1.02      | -         |
| Tarouni Construction & Finance Pvt. Ltd.       | 1.83      | -         |
| Kanoria Properties Pvt. Ltd.                   | 3.11      | -         |
| Ganga Projects Pvt Ltd                         | 0.62      | -         |
| Aachal Fintrade Pvt Ltd                        | 1.05      | -         |
| Indira Buildcon Pvt. Ltd.                      | 1.42      | -         |

**Terms and conditions:**

All the transactions were made on normal commercial terms and conditions and at market rates. All outstanding balances are unsecured and are repayable through banking transactions.

**Note No. 46 - DISCLOSURE AS PER IND AS 33 'EARNING PER SHARE'**

| Particulars   | Units | For the year ended March 31, 2020 | For the year ended March 31, 2019 |
|---|-------|-----------------------------------|-----------------------------------|
| <b>Equity Shares</b>                                      |       |                                   |                                   |
| Basic net earnings per share Attributable to Shareholders |       |                                   |                                   |
| For BEPS/DEPS   | ₹     | 367.47                            | 842.98                            |
| Weighted average no shares for BEPS/DEPS                  | No.   | 426.46                            | 411.85                            |
| Basic Earnings per share/Diluted Earning Per Share        | ₹     | 0.86                              | 2.05                              |

**Note No. 47 - DISCLOSURE AS PER IND AS 37 'PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS'**
**(i) Contingent liabilities:**

- Claims against the company not acknowledged as debts :  
Excise duty, Sales tax and Income Tax demand (Net of amount charged to Statement of Profit & Loss- ₹ Nil) (Previous Year- ₹ Nil) under appeal ₹ 1392.39 Lakhs (31st March, 2019- ₹ 1662.66 Lakhs)
- Corporate Guarantee given to bank aggregating ₹ Nil (31st March, 2019 - ₹ Nil) in respect of working capital facilities granted to other body corporate.

**(ii) Commitments**

Estimated amount of contract remaining to be executed on capital account and not provided for amounting to ₹ 420.09 Lakhs (31st March, 2019 - ₹ 305.00 Lakhs)

**Note No. 48 - DISCLOSURE AS PER IND AS 107 'FINANCIAL INSTRUMENT DISCLOSURES'**
**A) Capital management**

The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence. The management and the

Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The primary objective of Company's capital management is to maximize shareholder's value and to maintain an appropriate level of debt and equity. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of financial covenants. The company manages its capital using the Capital Gearing Ratio which is Net debt divided by total equity. For the purpose of Company's Capital Management , capital includes issued equity share capital and other equity (excluding preference share capital) and net debt comprises of long term and short term borrowings less cash and cash equivalent.

(₹ in Lakhs)

| Particulars                             | As At      | As At      |
|---|------------|------------|
|   | 31-03-2020 | 31-03-2019 |
| <b>Total Debt</b>                       | 4,182.77   | 3,821.58   |
| <b>Less : Cash and cash equivalents</b> | 118.92     | 210.23     |
| <b>Net Debt</b>                         | 4,063.85   | 3,611.35   |
| <b>Total Equity</b>                     | 5,507.34   | 5,177.39   |
| <b>Gearing Ratio</b>                    | 0.74       | 0.70       |

## B) Financial risk management

The Company's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Company's financial risk management is set by the Managing Board. The Company's principal financial liabilities comprise loans and borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include trade & other receivables and cash and short term deposits.

In the below mentioned table, there are some risks which the company is exposed from its use of financial instrument:

| Risk                            | Exposure arising from   | Measurement                              | Management   |
|---------------------------------|---|--|--|
| Credit Risk                     | Trade receivables   | Ageing Analysis                          | Credit limits, letters of credit and security deposits.                                    |
|                                 | Financial assets measured at Amortised cost and cash & cash equivalents | Credit Ratings                           |  |
| Liquidity risk                  | Borrowing and other liabilities   | Rolling cash flows forecast              | Availability of committed credit lines and borrowing facilities                            |
| Market risk- Interest rate risk | Long-term Borrowings at variable rates                                  | Sensitivity Analysis, Cash Flow Analysis | Different kinds of loan arrangements with varied terms (eg. Fixed, floating, rupee, etc.). |

### i) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Board of Directors is responsible for setting up of policies and procedures to manage market risks of the Company. All such transactions are carried out within the guidelines set by the risk management committee.

#### a) Foreign Currency Risk

Majorly, the company is operating their business in its functional currency, therefore the company is not exposed to any significant risk with regards to fluctuation in foreign currency rates.

#### b) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rate. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive

corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:

| Particulars                         | (₹ in Lakhs)                 |                              |
|-------------------------------------|------------------------------|------------------------------|
|                                     | 31 <sup>st</sup> March, 2020 | 31 <sup>st</sup> March, 2019 |
| <b>I. Financial Liabilities</b>     |                              |                              |
| <b>A. Fixed Rate Instruments</b>    |                              |                              |
| Term Loans                          | 1,833.86                     | 1,806.29                     |
| Finance Lease Obligations           | -                            | 8.44                         |
| <b>Total (A)</b>                    | <b>1,833.86</b>              | <b>1,814.73</b>              |
| <b>B. Variable Rate Instruments</b> |                              |                              |
| Term Loans                          | 1,801.33                     | 1,674.70                     |
| Working Capital Loan                | 4,294.31                     | 4,597.42                     |
| <b>Total (B)</b>                    | <b>6,095.64</b>              | <b>6,272.12</b>              |
| <b>Total (A+B)</b>                  | <b>7,929.50</b>              | <b>8,086.85</b>              |

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

| Particulars          | (₹ in Lakhs)             |                |                          |                |
|----------------------|--------------------------|----------------|--------------------------|----------------|
|                      | 31/03/2020               |                | 31/03/2019               |                |
|                      | Effect of Profit or Loss |                | Effect of Profit or Loss |                |
|                      | 50 BP increase           | 50 BP decrease | 50 BP increase           | 50 BP decrease |
| Term Loans           | 9.01                     | (9.01)         | 8.37                     | (8.37)         |
| Working Capital Loan | 21.47                    | (21.47)        | 22.99                    | (22.99)        |

#### c) Price risk

The company's exposure towards price risk arises from investments held in equity shares and classified in Balance Sheet as fair value through Other Comprehensive Income or Fair Value through Profit & Loss. To manage its price risks arising from investments in equity securities, the company diversifies its portfolio. Diversification of portfolio is done in accordance with the limits set by the company except one as stated in Note No. 6. All of the company's equity investments are publicly traded and are listed in the NSE and BSE respective stock exchanges.

#### Price risk Sensitivity

The table below summarises the impact of increase/decrease of the index on the company's equity and profit for the period

| Particulars | 31 <sup>st</sup> March, 2020 |                                     | 31 <sup>st</sup> March, 2019 |                                     |
|-------------|------------------------------|-------------------------------------|------------------------------|-------------------------------------|
|             | Impact on PBT                | Impact on Other Equity (Before Tax) | Impact on PBT                | Impact on Other Equity (Before Tax) |
| 5% Increase | -                            | 0.30                                | -                            | 0.89                                |
| 5% Decrease | -                            | (0.30)                              | -                            | (0.89)                              |

**ii) Credit risk**

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. It encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. To manage this, the Company periodically assesses the financial reliability of customers, taking into account financial conditions, current economic trends, analysis of historical bad debts and ageing of accounts receivable and based upon that categories the same for write off. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in Statement of Profit and Loss.

**A. Provision for Expected Credit or Loss****(a) Financial assets for which loss allowance is measured using 12 month expected credit losses:**

The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognized.

**(b) Financial assets for which loss allowance is measured using life time expected credit losses:**

The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

**B. Exposure to Credit Risk**

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 5,249.89 Lakhs as at 31st March, 2020 and ₹ 5,969.29 Lakhs as at 31st March, 2019 being the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, margin money, loans & advances and other financial assets excluding equity investments.

**C. Ageing of trade receivables**

As on 31st March, 2020

| Particulars                          | 3 Month or less past due | 3-12 months past due | 1-2 years past due | 2-5 years past due | More than 5 year past due | Total    |
|--------------------------------------|--------------------------|----------------------|--------------------|--------------------|---------------------------|----------|
| Gross Carrying amount                | 1,106.85                 | 432.26               | 63.45              | 6.23               | -                         | 1,608.79 |
| Provision for bad and doubtful debts | -                        | -                    | (1.68)             | -                  | -                         | (1.68)   |
| Carrying amount of Trade Receivable  | 1,106.85                 | 432.26               | 61.78              | 6.23               | -                         | 1,607.11 |

As on 31st March, 2019

| Particulars                          | 3 Month or less past due | 3-12 months past due | 1-2 years past due | 2-5 years past due | More than 5 year past due | Total    |
|--------------------------------------|--------------------------|----------------------|--------------------|--------------------|---------------------------|----------|
| Gross Carrying amount                | 1,220.21                 | 213.92               | 8.15               | 345.36             | 20.98                     | 1,808.62 |
| Provision for bad and doubtful debts | -                        | -                    | (1.68)             | -                  | (20.98)                   | (22.65)  |
| Carrying amount of Trade Receivable  | 1,220.21                 | 213.92               | 6.47               | 345.36             | -                         | 1,785.97 |

**Movement in Provisions of Doubtful Debts**

| Particulars                                       | As at 31 <sup>st</sup> March, 2020 | As at 31 <sup>st</sup> March, 2019 |
|---|------------------------------------|------------------------------------|
| Opening Provision                                 | 22.65                              | 19.27                              |
| <b>Add</b> : Additional Provision made by company | (20.98)                            | 3.38                               |
| <b>Less</b> : Provision write off                 | -                                  | -                                  |
| <b>Less</b> : Provision reversed                  | -                                  | -                                  |
| <b>Closing Provisions</b>                         | <b>1.68</b>                        | <b>22.65</b>                       |



**iii) Liquidity Risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

**D) The following are the contractual maturities of financial liabilities based on contractual cash flows.**

(₹ in Lakhs)

| <b>Contractual Maturities of Financial Liabilities As at 31.03.2020</b> | <b>3 Month or less</b> | <b>3-12 months</b> | <b>1-2 years</b> | <b>2-5 years</b> | <b>More than 5 year</b> | <b>Total</b>    |
|---|------------------------|--------------------|------------------|------------------|-------------------------|-----------------|
| Term Loans  | 217.62                 | 603.56             | 390.00           | 1,405.52         | 1,564.18                | 4,180.88        |
| Trade payable   | 464.78                 | 1,340.19           | 9.04             | 8.45             | 7.08                    | 1,829.54        |
| Other financial liabilities   | 1,425.74               | 364.34             | 1,621.18         | 70.93            | -                       | 3,482.19        |
| <b>Total</b>  | <b>2,108.14</b>        | <b>2,308.09</b>    | <b>2,020.22</b>  | <b>1,484.90</b>  | <b>1,571.26</b>         | <b>9,492.61</b> |

(₹ in Lakhs)

| <b>Contractual Maturities of Financial Liabilities As at 31.03.2019</b> | <b>3 Month or less</b> | <b>3-12 months</b> | <b>1-2 years</b> | <b>2-5 years</b> | <b>More than 5 year</b> | <b>Total</b>     |
|---|------------------------|--------------------|------------------|------------------|-------------------------|------------------|
| Term Loans  | 147.54                 | 442.61             | 590.14           | 1,743.14         | 2,310.02                | 5,233.45         |
| Trade payable   | 1,727.08               | 1,293.78           | 304.35           | 38.54            | -                       | 3,363.75         |
| Other financial liabilities   | 906.71                 | 392.15             | 1,194.48         | 71.26            | 4.63                    | 2,569.23         |
| <b>Total</b>  | <b>2,781.33</b>        | <b>2,128.54</b>    | <b>2,088.97</b>  | <b>1,852.94</b>  | <b>2,314.65</b>         | <b>11,166.43</b> |

**E) Financial Instruments By Category**

(₹ in Lakhs)

| <b>Particulars</b>                                   | <b>31/03/2020</b> |               |                       |
|--|-------------------|---------------|-----------------------|
|  | <b>FVTPL</b>      | <b>FVTOCI</b> | <b>Amortized cost</b> |
| <b>Financial Assets:</b>                             |                   |               |                       |
| a) Investments                                       | 9.00              | 6.05          | -                     |
| b) Trade Receivables                                 | -                 | -             | 1,607.12              |
| c) Cash and Cash Equivalents                         | -                 | -             | 118.92                |
| d) Bank balances other than cash and cash equivalent | -                 | -             | 301.57                |
| e) Loans   | -                 | -             | 2,791.18              |
| f) Security deposit                                  | -                 | -             | 261.02                |
| g) Other Financial Assets                            | -                 | -             | 186.26                |
| <b>Total Financial Assets</b>                        | <b>9.00</b>       | <b>6.05</b>   | <b>5,266.07</b>       |
| <b>Financial Liability:</b>                          |                   |               |                       |
| a) Borrowings  | -                 | -             | 8,162.40              |
| b) Trade Payables                                    | -                 | -             | 1,829.54              |
| c) Other Financial Liabilities                       | -                 | -             | 4,055.18              |
| <b>Total Financial Liability</b>                     | <b>-</b>          | <b>-</b>      | <b>14,047.12</b>      |

(₹ in Lakhs)

| Particulars  | 31/03/2019  |              |                  |
|--|-------------|--------------|------------------|
|  | FVTPL       | FVTOCI       | Amortized cost   |
| <b>Financial Assets:</b>                             |             |              |                  |
| a) Investments                                       | 9.00        | 17.84        | -                |
| b) Trade Receivables                                 | -           | -            | 1,785.97         |
| c) Cash and Cash Equivalents                         | -           | -            | 210.23           |
| d) Bank balances other than cash and cash equivalent | -           | -            | 370.84           |
| e) Loans   | -           | -            | 3,235.44         |
| f) Security deposit                                  | -           | -            | 210.05           |
| g) Other Financial Assets                            | -           | -            | 168.98           |
| <b>Total Financial Assets</b>                        | <b>9.00</b> | <b>17.84</b> | <b>5,981.51</b>  |
| <b>Financial Liability:</b>                          |             |              |                  |
| a) Borrowings  | -           | -            | 7,987.23         |
| b) Trade Payables                                    | -           | -            | 3,363.76         |
| c) Other Financial Liabilities                       | -           | -            | 2,841.58         |
| <b>Total Financial Liability</b>                     | <b>-</b>    | <b>-</b>     | <b>14,192.57</b> |

**Note No. 49 - Disclosure as per Ind AS 108 'Operating Segments'**

The Company's engaged in the business of manufacturing and laying the jointing of Asbestos Cement Products, which as per Indian Accounting Standard - 108 'Operating Segments' and in the opinion of the management, is considered to be the only reportable operating segment.

**Note No. 50 - Disclosure as per Ind AS 113 'Fair Value Measurement'****Fair Value Hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:-

- recognised and measured at fair value and
- measured at amortised cost and for which fair values are disclosed in financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard.

Fair value are categorised into different level in a fair value hierarchy which are as follows:

**Level 1** Level 1 hierarchy includes financial instruments measured using quoted prices.

**Level 2** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market

**Level 3** If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

**Valuation Techniques used to determine fair values:**

Specific valuation technique is used to determine the fair value of the financial instruments which include:

- For Investments in Equity Investments- Quoted Market prices are used
- For financial liabilities (domestic currency loans) :- appropriate market borrowing rate of the entity as of each balance sheet date used.

An explanation of each level follows underneath the table:

**As at 31st March 2020**

(₹ in Lakhs)

| Financial Instrument measured at Fair Value-recurring fair value measurement | Level 1     | Level 2  | Level 3     | Total        |
|--|-------------|----------|-------------|--------------|
| <b>Financial Assets</b>  |             |          |             |              |
| Investments in Equity Instruments  | 6.05        | -        | 9.00        | 15.05        |
| <b>Total</b>   | <b>6.05</b> | <b>-</b> | <b>9.00</b> | <b>15.05</b> |

**As at 31st March 2019**

| Financial Instrument measured at Fair Value-recurring fair value measurement | Level 1      | Level 2  | Level 3     | Total        |
|--|--------------|----------|-------------|--------------|
| <b>Financial Assets</b>  |              |          |             |              |
| Investments in Equity Instruments  | 17.84        | -        | 9.00        | 26.84        |
| <b>Total</b>   | <b>17.84</b> | <b>-</b> | <b>9.00</b> | <b>26.84</b> |

**Fair Value of Financial instrument measured at Amortised Cost**

The fair value of the short term borrowings, trade payables, trade receivables, cash & cash equivalents, other financial assets and liabilities are considered to be the same as their carrying amounts, due to their short term nature.

**Note No. 51 - NET DEBT RECONCILIATION**

| Particulars   | (₹ in Lakhs)    |                 |
|---|-----------------|-----------------|
|   | 3/31/2020       | 3/31/2019       |
| Non-Current Borrowings (including current maturities) | 4,607.11        | 3,676.59        |
| Current Borrowings                                    | 4,319.93        | 4,583.00        |
| Interest Payable                                      | -               | -               |
| <b>Net Debt</b>                                       | <b>8,927.04</b> | <b>8,259.59</b> |

| Particulars                            | (₹ in Lakhs)  |                    |                  |                  |
|--|---|--------------------|------------------|------------------|
|  | Non-current borrowings (including current maturities) | Current Borrowings | Interest Payable | Total            |
| <b>Net debt as at 1st April, 2018</b>  | <b>3,518.26</b>                                       | <b>6,601.80</b>    | <b>-</b>         | <b>10,120.06</b> |
| Cash flows                             | 144.60  | (2,018.80)         | -                | (1,874.20)       |
| Finance Cost                           | 13.73   | -                  | 838.12           | 851.85           |
| Interest paid                          | -   | -                  | (838.12)         | (838.12)         |
| <b>Net debt as at 31st March, 2019</b> | <b>3,676.59</b>                                       | <b>4,583.00</b>    | <b>-</b>         | <b>8,259.59</b>  |
| Cash flows                             | 924.94  | (263.07)           | -                | 661.87           |
| Finance Cost                           | 5.58  | -                  | 857.02           | 862.60           |
| Interest paid                          | -   | -                  | (857.02)         | (857.02)         |
| <b>Net debt as at 31st March, 2020</b> | <b>4,607.11</b>                                       | <b>4,319.93</b>    | <b>-</b>         | <b>8,927.04</b>  |

**Note No. 52 - TAX ASSESSMENT**

Liability, if any, arises on completion of pending assessment in respect of VAT, Service Tax, Income Tax, etc. will be provided in the year of completion of such assessment.

**Note No. 53 - INTEREST INCOME**

Interest expenses are net of Income of Interest ₹ 207.36 Lakhs (Previous year ₹ 200.64 Lakhs).

**Note No. 54 - DETAILS OF DUES TO THE MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006\***

(₹ in Lakhs)

| Particulars   | As at<br>31.03.2020 | As at<br>31.03.2019 |
|---|---------------------|---------------------|
| A. The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.<br>Principal amount due to micro and small enterprises<br>Interest due on above  | 19.79<br>-          | 10.33<br>-          |
| B. The amount of interest paid by the buyer in terms of Section 16 of the Micro and Small Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.  | -                   | -                   |
| C. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro and Small Enterprises Development Act, 2006.  | -                   | -                   |
| D. The amount of interest due and remaining unpaid at the end of each accounting year.  | -                   | -                   |
| E. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of Micro and Small Enterprise Development Act, 2006. | -                   | -                   |

\*The Company has initiated the process of identification of suppliers registered under Micro and Small Enterprise Development Act, 2006, by obtaining confirmations from all suppliers. Information has been collated only to the extent of information received.

**Note No. 55 - LICENSING AGREEMENT WITH GUJARAT COMPOSITE LTD.**

The Company has entered into License Agreement with Gujarat Composite Limited (GCL-Licenser) on 07.04.2005 for running their unit for manufacturing of AC Sheet and Cement manufacturing units at Digvijaynagar, Ranip, Ahmedabad for a period of 84 month on license basis, extendable to further period of 84 months on mutual consent. As per the License Agreement upon expiry of license period, the GCL would be under obligation to take over all the current assets of A Infrastructure Ltd. (Licensee) pertaining to or in connection with the operation of AC Sheet and Cement manufacturing units at their book value and make the payment if any for this to the Licensee forthwith. Further, after expiry of the license period or the extended period, the Licensee shall vacate and handover the possession of AC Sheet and Cement manufacturing units to the Licenser upon receipt of payment if any due to be received from the Licenser under this agreement. The company served notice in March, 2012 to GCL to pay all dues including book value of current assets pertaining to or in connection with the operation of AC sheet and Cement manufacturing unit as per the license agreement. However the Licenser has failed to take over the possession of Unit by making payment of dues on expiry of the license period. Subsequently an application dated 23.05.12 was filed by Labour Union viz Gujarat Mazdoor Panchayat, the Hon'ble Industrial Tribunal Ahmedabad, has directed vide its order dated 07.06.2012 to A Infrastructure Ltd. to run the Production activities & continue to pay wages, in the same manner to all those workers who are employed and utilized by A Infrastructure Ltd for the production activities at the factory situated at Digvijay Nagar, Ranip, Ahmedabad provided that no hindrance, obstructions and the like is caused by M/s GCL and/or other authorities. M/s GCL is party in the said proceeding and had given an undertaking to the Industrial Tribunal to this effect. In spite of several notices being served to Licenser from time to time, possession of the Unit has not been taken back by GCL. Based on the above facts, circumstances and uncertainty of time regarding taking back of the possession of the Unit by making payment of dues in terms of licence agreement, the company has decided not to charge interest on balance recoverable from GCL from Financial Year 2014-15 onwards. Further Bonus in addition to leave and license fees recoverable from GCL has also not been provided in the books since Financial Year 2014-15 onwards. Year wise amount not provided in the books since financial year 2014-15 are as under :-

**(₹ In Lakhs)**

| <b>Financial Year</b> | <b>Interest</b> | <b>Bonus in addition to Leave and License fees</b> | <b>Total</b>    |
|-----------------------|-----------------|--|-----------------|
| <b>2014-15</b>        | 294.76          | 26.53  | 321.29          |
| <b>2015-16</b>        | 347.76          | 204.22   | 551.98          |
| <b>2016-17</b>        | 410.36          | 118.01   | 528.37          |
| <b>2017-18</b>        | 481.98          | 85.07  | 567.05          |
| <b>2018-19</b>        | 520.48          | 67.78  | 588.26          |
| <b>2019-20</b>        | 560.25          | 222.06   | 782.31          |
| <b>Total</b>          | <b>2,615.59</b> | <b>723.67</b>                                      | <b>3,339.26</b> |

These will be provided in the books upon its receipt from GCL. Therefore total Amount recoverable from GCL as on 31.03.2020 is ₹ 5143.17 Lakhs including amount already provided in the books ₹ 1,803.91 lakhs shown under Current Assets sub heading short term loans and advances as per accounting policies consistently following by the company. (Previous year ₹ 4381.08 Lacs including amount provided in the books ₹ 1,824.13 lakhs). The company has filed civil suit for recovery of the amount and other reliefs in the Commercial Court, Ahmedabad. GCL has filed an appeal application u/s 11 of Arbitration Act,1996, the Commercial Court vide its order dated 13th Dec, 2017 have rejected said application.GCL, though challenged the said order dated 13.12.2017 in the High Court of Gujarat at Ahmedabad, High Court vide order dated 23rd April, 2018 have dismissed said appeal. Appeal against the said order is pending in Supreme Court. No interim stay is granted by the Hon'ble Supreme Court.

#### **Note No. 56 - AGREEMENT OF PURCHASE OF DISTILLERY PROJECT AT CAPTAINGANJ, UP**

On 25th June, 2018, an Agreement of Purchase had been entered between A Infrastructure Ltd (buyer) and J.R. Organics Ltd (seller), in which the seller is transfer complete possession (which is in custody of District Magistrate by virtue of Hon'ble Allahabad High Court's order dated 29.01.2016) of the land area of approx 46.26 Acres at Captain Ganj, UP & Lagoons, UP, equipments (as per list in MOU) and transfer of license of Distillery in favour of the buyer for a consideration of ₹ 28.50 Crores plus GST towards the sale consideration of the land, building and equipment. Buyer shall be depositing the consideration to the escrow account of a bank which shall be utilized by the seller to pay off the dues of its lenders, workers, any other dues to keep above mentioned assets free from all types of charges, claims, liens & encumbrances and the balance shall be retained by the him. Any other liability subsisting on the date of agreement shall be borne by the seller party.The above mentioned transaction was to be completed within a period of 6 Months from the execution of agreement. Since the transaction is required to get completed, an extension agreement is entered on 20th December, 2018 in which the target date for completion of transaction is extended for a further period of 6 Months i.e on or before 30th June, 2019.An amount of ₹ 13.36 crore paid is included in capital advance under capital work-in-progress to be allocated in land, building and equipment on completion of the transaction.

#### **Note No. 57 - UNCERTAINTY RELATING TO THE GLOBAL HEALTH PANDEMIC ON COVID-19**

Pursuant to the prevailing situation in the country caused due to Corona Virus disease (COVID-19) and its declaration as a pandemic by the World Health Organization, the disease has led to a significant impact on the Indian Financial markets and an overall decline in the economic activities all across the world. On March 24, 2020, the Union Government of India has announced a lockdown, across the country for containment of the pandemic, the lockdown has imposed various restrictions including stay at home, closure of markets, discontinuance of public transport and other restrictions. Pursuant the relaxed guidelines, the company has resumed production activities from 9th May, 2020 at Bhilwara and from 23rd May at Ahmedabad. Capacity Utilization is being gradually increased.There is production loss of 25000 t of AC Sheet and 6500 t of AC pipe due to lockdown. This has resulted revenue loss of ₹ 12 crore in financial year 2019-20 and Rs 30 cr in financial year 2020-21 and corresponding impact on the profitability.The Company has used the principles of prudence in applying judgments, estimates and assumptions to assess and provide for the impact of the pandemic on the Financial Statements. However, due to the uncertainties associated with the pandemic, the actual impact may not be in line with current estimates. The Company will continue to closely monitor any changes to the estimates on the basis of future economic conditions. Further the impact assessment does not indicate any adverse impact on the ability of the

company to continue as a going concern, its liquidity and solvency position. Management will continue to monitor any material changes arising due to the impact of this pandemic on financial and operational performance of the company and take necessary measures to address the situation.

**Note No. 58**

Previous Year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our Report of even date attached

FOR AND ON BEHALF OF BOARD OF DIRECTORS

**For K.N. GUTGUTIA & CO.**

Firm Registration No. 304153E

Chartered Accountants

Sd/-

K.C.Sharma

**Partner**

M.No. 050819

New Delhi

7th July, 2020

Sd/-

Munna Lal Goyal

**Director**

DIN : 01427276

Sd/-

Shyam Behari Vijay

**Chief Financial Officer**

Sd/-

Lokesh Mundra

**Company Secretary**

Sd/-

Kuldeep Kaw

**Director**

DIN : 07882201

Sd/-

Rajiv Lall Adya

**President**









# जय कीर्ति

फाइबर सीमेंट के पाइप एवं चद्दरें



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